1 2	MARK GORTON (SBN 99312) BOUTIN JONES INC.	
3	555 Capitol Mall, Fifteenth Floor Sacramento, CA 95814	
4	Telephone: (916) 321-4444 Email: mgorton@boutinjones.com	
5	LISA S. GAST (pro hac vice) DUNCAN, WEINBERG, GENZER & PEM	BROKE, P.C.
6 7	1667 K Street NW, Suite 700 Washington, DC 20006	
8	Telephone: (202) 791-3601 Email: lsg@dwgp.com	
9		
10	BRIAN DOYLE (SBN 112923) City Attorney	
11	CITY OF SANTA CLARA 1500 Warburton Avenue	
12	Santa Clara, CA 95050 (508) 615-2234	
13	BDoyle@SantaClaraCA.gov	
14	Attorney for Creditor and Party-in-Interest	EV DAWED
15	CITY OF SANTA CLARA dba SILICON VALLE	BANKRUPTCY COURT
16		TRICT OF CALIFORNIA
17		CISCO DIVISION
18	In re	Case Nos. 19-30088 DM (Lead Case)
19	PG&E CORPORATION	19-30089 DM
20	-and- PACIFIC GAS AND ELECTRIC	Chapter 11 Jointly Administered
21	COMPANY,) SUPPLEMENTAL OBJECTION TO PLAN
22	Debtors.	CONFIRMATION BY CITY OF SANTA CLARA DBA SILICON VALLEY POWER
23	☐ Affects PG&E Corporation	BASED ON DEBTORS' MAY 22, 2020
24	☐ Affects Pacific Gas and Electric Company)	AMENDMENT OF SCHEDULE OF EXECUTORY CONTRACTS TO BE
25	☑ Affects both Debtors.	ASSUMED
26	* All papers shall be filed in the Lead Case No. 19-30088 DM	Judge: Hon. Dennis Montali
27		
28		

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The City of Santa Clara dba Silicon Valley Power ("Santa Clara") respectfully submit this Supplemental Objection to Plan Confirmation by The City of Santa Clara dba Silicon Valley Power Based on Debtors' May 22, 2020 Amendment of Schedule of Executory Contracts to be Assumed.

I. BACKGROUND

Santa Clara is party to The Municipal Objectors' (1) Objection to Confirmation of Plan of Reorganization and (2) Objection to Cure Notice and Other Matters Pertaining to Assumption Pursuant to Section 365(b)(1) of the Bankruptcy Code (Dkt. 7231), filed May 15, 2020.

Santa Clara also filed contemporaneously its separate *Objection to Cure Amount and Request for Adequate Assurance of Future Performance by Counterparty City of Santa Clara dba Silicon Valley Power* (Dkt. 7208) ("Cure Objection"), concerning PG&E's assumption of the Grizzly Development and Mokelumne Settlement Agreement ("GDMSA"). The Cure Objection challenged, in detail, PG&E's position that no cure amount related to the GDMSA is required in the *Schedule of Executory Contracts etc. and Proposed Cure Amounts* (the "Cure Notice," Dkt. 7037) and sought cure and adequate assurance of future performance regarding PG&E's breach of the GDMSA and the resulting current and continuing loss of value from Grizzly output until the interconnection to the electricity grid is re-established.

Santa Clara also observed in its Cure Objection that despite the magnitude of the cure and adequate assurance obligations (currently estimated at over \$25 million), PG&E's decision to assume the GDMSA is prudent because rejection of the GDMSA would result in a much larger rejection damages claim that would include, not only the GDMSA cure and performance assurance obligations, but would also cause Grizzly to revert to PG&E, triggering the "Reverter Reimbursement," currently estimated to be in excess of \$60 million. (See GDMSA Section 12.4, which describes the "intent of the Parties that Santa Clara be made whole and reimbursed by PG&E for the fair market value of Grizzly upon . . . the reversion of Grizzly to PG&E."). (See Cure Objection at para. 3 and n. 2 and n. 3).

In apparent response to Santa Clara's Cure Objection, on May 22, 2020, PG&E amended its Schedule of Executory Contracts to be Assumed, and struck the GDMSA from the list of assumed contacts. PG&E did not, however, file a companion amendment to the Schedule of Executory

II.

Contracts to be Rejected to add the GDMSA there. (See Notice of Filing of Supplement to Plan Supplement in Connection with Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization, Dkts. 7503 and 7503-1.)

SUPPLEMENTAL OBJECTION: PG&E'S ATTEMPT TO AVOID APPLICATION OF THE ASSUMPTION OR REJECTION REQUIREMENTS OF ITS OWN PLAN TO THE GDMSA IS A VIOLATION OF THE PLAN CONFIRMATION REQUIREMENTS OF SECTIONS 1129(A)(2) AND (3) AND MUST NOT BE PERMITTED.

In response to PG&E's change in position regarding the GDMSA after Santa Clara submitted its Cure Objection and the Plan Objection, Santa Clara presents this supplemental objection to Plan Confirmation specifically related to PG&E's having struck the GDMSA from the list of executory contracts to be assumed without having added it to the list of executory contracts to be rejected.

PG&E's own Plan requires it to either assume or reject its executory contracts. Section 8.1(a) states as follows:

As of, and subject to, the occurrence of the Effective Date and the payment of any applicable Cure Amount, all executory contracts and unexpired leases of the Reorganized Debtors shall be deemed assumed, unless such executory contract or unexpired lease (i) was previously assumed or rejected by the Debtors, pursuant to a Final Order, (ii) previously expired or terminated pursuant to its own terms or by agreement of the parties thereto, (iii) is the subject of a motion to assume, assume and assign, or reject filed by the Debtors on or before the Confirmation Date, or (iv) is specifically designated as an executory contract or unexpired lease to be rejected on the Schedule of Rejected Contracts.

(Emphasis added.) PG&E's executive vice president and chief financial officer Jason Wells affirmed this in his confirmation testimony on May 28, 2020, by essentially repeating the language of section 8.1(a). (See Declaration of Jason P. Wells in support of Confirmation of Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization (Dkt. 7510) at para. 29.)

None of the exceptions in Section 8.1(a) apply to the GDMSA, which has been removed from the assumption schedule but not added to the rejection schedule. The Plan requires assumption or rejection of all executory contracts.

Section 365(b)(1) is a shield for non-debtors and not a sword for debtors. In re Nat'l Gypsum

Co., 208 F.3d 498, 509 (5th Cir. 2000). It "provides a guarantee to the non-debtor party, who may be forced to continue a relationship it would rather terminate, that as condition to the forced continuation of the contractual relationship, any losses or defaults existing at the time will be satisfied either through a timely cure or through reasonable assurances of future payment." Id. To be clear, Santa Clara would prefer that PG&E assume the GDMSA and cure its breach and default, rather than PG&E reject the GDMSA, have the Grizzly hydroelectric plant revert to PG&E and have PG&E pay Santa Clara the Reverter Reimbursement plus the Cure Amount, but an affirmative choice must be made by PG&E, as no choice is not an option under PG&E's own Plan.

The court has authority to require PG&E to make the determination to assume or reject

The court has authority to require PG&E to make the determination to assume or reject within a specified time on request of a party in interest. *See* 11 U.S.C. section 365(b)(2). Santa Clara, as the counter-party to the GDMSA, requests that the court require PG&E to make that decision now, before the Plan is confirmed.

The GDMSA, as an executory contract of PG&E, must either be assumed or rejected. Those are the choices in PG&E's own Plan, and the shield that protects the rights of the City.

III. CONCLUSION

Satisfaction of the confirmation requirements of Section 1129(a)(2) and Section 1129(a)(3) must be questioned where, as here, PG&E takes actions shortly before confirmation, which are inconsistent with the procedures in its proposed Plan.

20 DATED: June 1, 2020.

RESPECTFULLY SUBMITTED,

BOUTIN JONES INC.

By: /s/ Mark Gorton

Mark Gorton

-and-

Lisa S. Gast DUNCAN, WEINBERG, GENZER & PEMBROKE, P.C.

-and-

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Brian Doyle City Attorney CITY OF SANTA CLARA

Attorneys for Creditor and Party-in-Interest, CITY OF SANTA CLARA dba SILICON VALLEY POWER

CERTIFICATE OF SERVICE

I am employed in the County of Sacramento; my business address is 555 Capitol Mall, Suite 1500, Sacramento, California 95814. I am over the age of eighteen years and not a party to the foregoing action.

On June 1, 2020, I served the within:

- (1) SUPPLEMENTAL OBJECTION TO PLAN CONFIRMATION BY CITY OF SANTA CLARA DBA SILICON VALLEY POWER BASED ON DEBTORS' MAY 22, 2020 AMENDMENT OF SCHEDULE OF EXECUTORY CONTRACTS TO BE ASSUMED
- (by e-mail transmission) on all parties listed on the attached Exhibit A, based on a court order or an agreement of the parties to accept service by e-mail or electronic transmission, I sent the document(s) to the person(s) at the e-mail address(es) as set forth on the attached service list, Exhibit A.
- (by mail) on all parties listed on the attached Exhibit B in said action by regular, first class United States mail, postage fully pre-paid, by placing a true copy thereof enclosed in a sealed envelope in a designated area for outgoing mail, addressed as set forth below. At Boutin Jones Inc., mail placed in that designated area is given the correct amount of postage and is deposited that same day, in the ordinary course of business, in a United States mailbox in the City of Sacramento, California.

I declare under penalty of perjury under the laws of the United States of America, that the foregoing is true and correct.

Executed on June 1, 2020, at Sacramento, California.

/s/ Carmelia V. Domingo
CARMELIA V. DOMINGO

1090268.1

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ல் இறைsel to Mirna Trettevik, including Other Fire Victim Tort Claimants	ADLER LAW GROUP, APLC	Attn: E. Elliot Adler, Esq., Geoffrey E. Marr, Esq., & Omeed Latifi, Esq.	402 West Broadway, Ste. 860		San Diego	క	92101	619-531-8700	619-342-9600	EAdler@ IneAdler-Irm.com gemarr59@hotmail.com bzummer@TheAdlerFirm.com olatifi@theadlerfirm.com
6 6 Mylicim Tort Mirna Trettevik, including other Powictim Tort Claimants	ADLER LAW GROUP, APIC	Attn: E. Elliot Adler, Geoffrey E. Marr, Brittany S. Zummer, Omeed Latifi	402 West Broadway	Suite 860	San Diego	5	92101	619,531,8700	619.347-0600	EAdler@TheAdlerFirm.com. gemarr59@hotmail.com bzummer@TheAdlerFirm.com
Composel to ADVENTIST HEALTHSYSTEM/WEST, a Comporation		ATTN: ROBERT L. LAYTON			Roseville	5	95661	916-406-1577		laytonri@ah.org
Counsel to TRANSWESTERN PIPELINE COMPANY, LLC		Attn: EVELINA GENTRY	601 West Fifth Street, Suite 300		Los Angeles	5	90071	213-688-9500	213-627-6342	evelina gentry@akerman com
Goonsel to TRANSWESTERN PIPELINE	AKERMAN LLP	Attn: JOHN E. MITCHELL and YELENA ARCHIYAN	2001 Ross Avenue, Suite 3600		Dallas	<u> </u>	75201	214-720-4300	214-981-9339	yelena.archiyan@akerman.com
Cansel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Ashlev Vinson Crawford	alifornia Street	Suite 1500	San Francisco	క	94104	415-765-9500	415-765-9501	avrawford@akingump.com
Consist to the Ad Hoc Committee of Senior Mecured Noteholders of Pacific Gas and Effectic Company	Akin Gump Strauss Hauer & Feld LLP	Attn: Michael S. Stamer, Ira S. Dizengoff, David H. Botter			New York	N	10036	212-872-1000	212-872-1002	mstamer@akingump.com idizengoff@akingump.com dbotter@akingump.com
Counsel to Agajanian, Inc., Counsel to Bennett	ANDREWS & THORNTON	Attn: Anne Andrews, Sean T. Higgins, and John C. Thornton	n Ave	Suite 300	Newport Beach	క	92660	949-748-1000	949-315-3540	shiggins@andrewsthornton.com jct@andrewsthornton.com aa@andrewsthornton.com
	ARENT FOX LLP	Attn: Andrew I. Silfen, Beth M. Brownstein, Jordana L. Renert		42nd Floor	New York	Ž	10019	212-484-3900	212-484-3990	Andrew.Silfen@arentfox.com Beth.Brownstein@arentfox.com Jordana.Renert@arentfox.com
onsel for Genesys Telecommunications ஸ்ராatories Inc.	Arent Fox LLP	Attn: Andy S. Kong and Christopher K.S. Wong	555 West Fifth Street	48th Floor	Los Angeles	క	90013-1065	213-629-7400	213-629-7401	andy.kong@arentfox.com christopher.wong@arentfox.com
Consel for BOKF, NA, solely in its capacity as poentine Trustee	ARENT FOX LLP	Attn: Aram Ordubegian	555 West Fifth Street	48th Floor	Los Angeles	క	90013-1065	213-629-7400	213-629-7401	Aram.Ordubegian@arentfox.com
downsel for AT&T	Arnold & Porter Kaye Scholer LLP	Attn: Brian Lohan, Esq.	250 West 55th Street		New York	ž	10019	212-836-8000	212-836-8689	brian.lohan@arnoldporter.com
O Counsel for AT&T	AT&T	Attn: James W. Grudus, Esq.	One AT&T Way, Room 3A115		Bedminster	2	07921	908-234-3318	832-213-0157	Jg5786@att.com
	Attorney General of California		455 Golden Gate Avenue	Suite 11000	San Francisco	8	94102-7004	415-510-3367	415-703-5480	Danette.Valdez@doj.ca.gov Annadel.Almendras@doi.ca.gov
Odensel to California State Agencies	Attorney General of California		50	P.O. Box 70550	Oakland	5	94612-0550	510-879-0815	510-622-2270	James.Potter@doj.ca.gov Margarita.Padilla@doj.ca.gov
 Osol to California State Apencies	Attornev General of California		Street	Suite 1702	los Angeles	Z.	90013	213-269-6326	213-897-2802	James Potter@doi ra env
Secial Bankruptcy Counsel for Certain Fire	BAILEY AND ROMERO LAW	1	-		Whittier	5 8	90601	562-889-0182		marthaeromerolaw@gmail.com
Gaments	BAKER & HOSTETLER 11P	Attn: Eric E. Sagerman, Lauren T.		Suite 1400	Los Angeles	. s	90025-0509	310-442-8875	310-820-8859	esagerman@bakerlaw.com
Comments of Tort	BAKER & HOSTETLER, LLP	Attn: Robert A. Julian, Cecily A. Dumas	eet	Suite 3100	San Francisco	5	94111	415-659-2600	415-659-2601	rjulian@bakerlaw.com cdumas@bakerlaw.com
T Spase for Black & Veatch Construction. Inc.	BAKER BOTTS L.L.P.	Attn: Jonathan Shapiro, Daniel Martin	ite		San Francisco	8	94111	415-291-6200: 415-291-6204		
CT Counsel for Black & Veatch Construction, Inc.	BAKER BOTTS L.L.P.	Attn: Natalie Sanders	1001 Page Mill Road Building One, Suite 200		Palo Alto	5	94304	650-739-7536		natalie.sanders@bakerbotts.com
(Aunsel for Phillips and Jordan	Baker, Donelson, Bearman, Caldwell & Berkowitz, PC	Attn: John H. Rowland		Suite 800	Nashville	Z.	37201	615-726-5544	615-744-5544	jrowland@bakerdonelson.com
Counsel for Phillips and Jordan, Inc., Counsel for APTIN, Counsel for TTR Substations, Inc., Cownsel for Snelson Companies, Inc.	Baker, Donelson, Bearman, Caldwell & Berkowitz, PC	Attn: Lacey E. Rochester, Jan M. Hayden	201 St. Charles Avenue, Suite 3600		New Orleans	Α.	70170	504-566-5292; 504-566-5200	0 504-636-4000	Irochester@bakerdonelson.com jhayden@bakerdonelson.com
ARNCO Limited and Louisiana Energy Services,	Ballard Spahr LLP	Attn: Brian D. Huben	y Park East	Suite 800	Los Angeles	5	90067-2909	424-204-4353	424-204-4350	hubenb@ballardspahr.com
Codinsel to Campos EPC, LLC	BALLARD SPAHR LLP	Attn: Brian D. Huben, Esq.	2029 Century Park East	Suite 800	Los Angeles	5	90067-2909	424-204-4400	424-204-4350	hubenb@ballardspahr.com
Discovery Hydrovac	BALLABO CBALLAB	Michael C Michael	A The state of the	0000	-	!				ganzc@ballaruspamr.com

UNENCO Limited and Louisiana Energy Services.	7000	THE INCIDENT	TOOMESS T	ACCINICA A	_	al William	TINO COOKIN	N. C.	LAN	LIVIAIL
BACO LITTING AND LOUISIANA LITE BY 3CI VICES,	Ballard Spahr LLP	Attn: Matthew G. Summers	919 North Market Street	11th Floor	Wilmington	DE	19801	302-252-4428	410-361-8930	summersm@ballardspahr.com
				1980 Festival Plaza						
Counsel to Realty Income Corporation	BALLARD SPAHR LLP	Attn: Stacy H. Rubin		Drive, Suite 900	Las Vegas	N	89135-2958	702-471-7000		rubins@ballardspahr.com
Cbunsel to Campos EPC, LLC	BALLARD SPAHR LLP	Attn: Theodore J. Hartl, Esq.	1225 17th Street	Suite 2300	Denver	8	80202		303-296-3956	hartlt@ballardspahr.com
Desel for Bank of America, N.A.	Bank of America	Attn: John McCusker	01	One Bryant Park	New York	NY	10036	646-855-2464		John.mccusker@baml.com
Counsel for Creditors Produce Entities Impacted by the Wildfires	Baron & Budd, P.C.	Attn: Scott Summy, John Fiske	3102 Oak Lawn Avenue #1100		Dallas	¥	75219	214-521-3605		ssummy@baronbudd.com jfiske@baronbudd.com
Compose to Majesti Mai Bagorio, et al., creditors applaintiffs in Bagorio, et al. V. PG&E expension, et al., case number CNC-19-	BAUM HEDLUND ARISTEI &	Attn: Ronald L.M. Goldman, Diane	10940 Wilshire Boulevard,		,	ā	7000	500	000	rgoldman@baumhedlundlaw.com
Counsel for Dan Clarke	BELVEDERE LEGAL, PC	Attn: Matthew D. Metzger	l Place	Suite 314	San Mateo	5 8	94402	415-513-5980	415-513-5985	belvederelegalecf@gmail.com
Counsel for Infosys Limited, Counsel for ACRT,	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	Attn: Kevin M. Capuzzi, Michael J. Barrie	222 Delaware Avenue	Suite 801	Wilmington	DE	19801	302-442-7010	302-442-7012	kcapuzzi@beneschlaw.com mbarrie@beneschlaw.com
Counsel for Infosys Limited, Counsel for ACRT,	BENESCH, FRIEDLANDER, COPLAN & ARONOFF LLP	Attn: Krista M. Enns	11	Suite 4925	San Francisco	క	94104	415-659-7924	312-767-9192	kenns@beneschlaw.com
Coursel for Nationwide Entities	Berger Kahn, a Law Corporation	Attn: Craig S. Simon			Irvine	5	92614	949-474-1880	949-313-5029	csimon@bergerkahn.com
9 Consel for Subrogation Insurers	Berger Kahn, a Law Corporation	Attn: Craig S. Simon	1 Park Plaza, Suite 340		Irvine	8	92614	949- 474-1880	949-313-5029	csimon@bergerkahn.com
Counsel to Oklahoma Firefighters Pension and Beitrement System	Berman Tahacco	Attn: Daniel F Barenbaum	44 Montgomery Street, Suite 650		San Francisco	8	94104	415,433,3200	415,423,6287	dharanhaum@harmandh
Counsel for Valley Clean Energy Alliance	BEST BEST & KRIEGER LLP	Attn: Harriet Steiner	ol Mall	Suite 1700	Sacramento	5 হ	95814	916-325-4000	916-325-4010	harriet.steiner@bbklaw.com
Consel to Creditor Recology Inc.	BIALSON, BERGEN & SCHWAB	Attn: Lawrence M. Schwab, Esq. and Kenneth T. Law, Esq.	633 Menlo Ave., Suite 100		Menlo Park	8	94025	650-857-9500	650-494-2738	Klaw@bbslaw.com
Oumsel for ChargePoint, Inc., Counsel to Amandariz Consulting, Inc.	BINDER & MALTER, LLP	Attn: Michael W. Malter, Robert G. Harris, Heinz Binder	2775 Park Avenue		Santa Clara	8	95050	408-295-1700	408-295-1531	Michael@bindermalter.com Rob@bindermalter.com Heinz@bindermalter.com
Oomsel to American Construction and Supply,	BLOOMFIELD LAW GROUP, INC., P.C.	Attn: Neil J. Bloomfield	901 E St., Suite 100		San Rafael	క	94901	415-454-2294	415-457-5348	bklargecase@niblaw.com
Counsel for Creditor and Party-in-Interest	Boutin Jones Inc.	Attn: Mark Gorton	555 Capital Mall	Suite 1500	Sacramento	8	95814			mgorton@boutinjones.com
Coominsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and		Attn: J. Noah Hagey, Jeffrey M. Theodore, David H. Kwasniewski,								hagey@braunhagey.com theodore@braunhagey.com kwasniewski@braunhagey.com
Electric Company Counsel to unsecured asbestos personal injury	BraunHagey & Borden LLP	Andrew Levine Attn: Alan R. Brayton, Esq. and	351 California Street	Tenth Floor	San Francisco	5	94104	415-599-0210	415-276-1808	levine@braunhagey.com
creditor Everett Freeman Waining, Jr.	BRAYTON-PURCELL LLP	Bryn G. Letsch, Esq.	222 Rush Landing Road	P.O. Box 6169	Novato	প্র	94948-6169	415-898-1555	415-898-1247	bletsch@braytonlaw.com
Connicel for MDR Inc. (dba Accu-Bore Directional Drilling), Veteran Power, Inc.	Brothers Smith LLP	Attn: Mark V. Isola	2033 N. Main Street	Suite 720	Walnut Creek	S	94596	925-944-9700	925-944-9701	misola@brotherssmithlaw.com
Gensel for Trustee and Claims Administrator	BROWN RUDNICK LLP	Attn: David J. Molton	Seven Times Square		New York	λ	10036	212-209-4800	212-209-4801	DMolton@brownrudnick.com
Consel for Trustee and Claims Administrator	BROWN RUDNICK LLP	Attn: Joel S. Miliband	2211 Michelson Drive	Seventh Floor	Irvine	8 8	92612	949-752-7100	949-252-1514	JMiliband@brownrudnick.com
1/2	Buchalter, A Professional	Attn: Valerie Bantner Peo, Shawn		July The		5 6	04101	215 332 8348	0770 707 318	schristianson@buchalter.com
O Oracle America, mic.	California Public Utilities	Attn: Arocles Aguilar, Geoffrey				5 ;		0000		arocles.aguilar@cpuc.ca.gov geoffrey.dryvnsyde@cpuc.ca.gov
Campornia Poblic Otlintes Commission Compset to Certain Victims from the Camp Fire and 2017 North Bay Fires, Creditor Patricia	CASEY GERRY SCHENK FRANCAVILLA BLATT & FRHIEID 1119	Attn: David S. Casey, Jr., Jeremy Robinson, P. Camille Guerra, and James M. David	303 Vali Ness Avenue 110 I aurel Greet		San Diego	5 5	94102	610-238-1811	413-703-2220	candace.morey@cpuc.ca.gov dcasey@cglaw.com jrobinson@cglaw.com camille@cglaw.com idavic@calaw.com
ση δοπήsel to Chevron Products Company, a division of Chevron U.S.A. Inc.	CHEVRON PRODUCTS COMPANY, A DIVISION OF CHEVRON U.S.A. INC.	Attn: Melanie Cruz, M. Armstrong	nyon Road	72110	San Ramon	5	94583			melaniecruz@chevron.com marmstrong@chevron.com
Counsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Douglas R. Gooding	Two International Place		Boston	MA	02110	617-248-5277	617-502-5277	dgooding@choate.com
nsel to Liberty Mutual Insurance Company	Choate, Hall & Stewart LLP	Attn: Johnathan D. Marshall	Two International Place		Boston	MA	02110	617-248-4799	617-502-4799	jmarshall@choate.com
2000	010	actacoder onitities att	1800 Century Park East,		solond sol	δ.	290067	310-400-1110	310.400.0203	ktakronan@ckrlaw.com

Appress to XL Insurance America, Inc. Apprisons Companies, Inc., Safeway Inc., Catlin Specialty Insurance Companie, Josephan Maehl, Roada J. Maehl, Starf Surplus Lines Insurance Company, Abaehl, Starf Surplus Lines Insurance Company, Company of Arizona Galerial Security Indemnity Company of Arizona (Company, Company of Arizona (Company), Arizona Bermuda Linited, Ashford	of a Miller of	Atter Michael W. Goodin	17601 Уол Каттап Амение	C. iira 650	oring	8	07514	046.2567.3100	040.760.3100	manordia @ Laucea
Cansel for BlueMountain Capital Management.		Atti: Micrisci W. Coodiii		one one		5	11070	0016-007-646	045-2007-646	_
		Attn: Lisa Schweitzer	One Liberty Plaza		New York	NY	10006	212-255-2000	212-225-3999	Ischweitzer@cgsh.com
Counsel to Western Electricity Coordinating	COHNE KINGHORN, P.C.	Attn: George Hofmann	111 East Broadway, 11th Floor		Salt Lake City	10	84111	801-363-4300	801-363-4378	ehofmann@cohnekinghorn.com
Compsel for Office of Unemployment	Commonwealth of			651 Boas Street,						0
npensation Tax Services	Pennsylvania	Department of Labor and Industry Collections Support Unit		Room 702	Harrisburg	PA	17121	717-787-7627	717-787-7671	ra-li-ucts-bankrupt@state.pa.us
Company Inc., Company Inc., Company Inc., Company Servan Telephone Company, Kerman Telephone Co., Pinnacles Telephone Co., The Pomerosa Telephone Co., Sierra Telephone Company, Inc., Volcano Telephone Company, Inc., Volcano Telephone Company Company Inc., Volcano Telephone Company Comp	Cooper, White & Cooper LLP	Attn: Peter C. Califano	201 California Street, 17th Floor		San Francisco	క	94111	415-433-1900	415-433-5530	pcalifano@cwcław.com
										deg@coreylaw.com
Calloge for Fire Victim Creditors	COREY, LUZAICH, DE GHETALDI & RIDDLE LLP	Attn: Dario de Ghetaldi, Amanda L. Riddle, Steven M. Berki, Sumble Manzoor	700 El Camino Real	PO Box 669	Millbrae	5	94030-0669	650-871-5666	850-871-4144	alr@coreylaw.com smb@coreylaw.com sm@coreylaw.com
Ampliance outliness sections committee appointed by the California Superior Court in the North Bay Fire Cases, Judicial Council Condination Proceeding Number 4955, applicant to the terms of the Court's Case Management Order No.	Attn: Fra	Attn: Frank M. Pitre, Alison E. Cordova	San Francisco Airport Office Center	840 Malcolm Road, Suite 200	Burlingame	8	94010	009-769-029	650-697-0577	fpitre@cpmlegal.com acordova@cpmlegal.com
pev for County of Sonoma	County of Sonoma	Attn: Tambra Curtis	Administration	575 Administration Drive. Room 105A	Santa Rosa	5	95403	707-565-2421		Tambra.curtis@sonoma-county.org
Comsel for Valley Clean Energy Alliance	COUNTY OF YOLO	Attn: Eric Mav	urt Street	Room 201	Woodland	5	95695	530-666-8278	530-666-8279	eric.mav@volocountv.org
O Counsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Fulton Smith. III	v Street	Suite 1400	San Francisco	5	94101	415-644-0914	415-644-0978	fsmith@cozen.com
dounsel to Liberty Mutual Insurance Company	Cozen O'Connor	Attn: Mark E. Fleger	1201 North Market Street	Suite 1001	Wilmington	DE	19801	302-295-2087	302-295-2013	mfelger@cozen.com
missel to Renaissance Reinsurance LTD.	Crowell & Moring LLP	Attn: Mark D. Plevin	26th Floor		San Francisco	S	94111	415-986-2800	415-986-2827	mplevin@crowell.com
Connsel for Creditors and Parties-in-Interest N訳ANT	Crowell & Moring LLP	Attn: Monique D. Almy	1001 Pennsylvania Avenue, N.W.		Washington	2	20004	415-986-2827	202-628-5116	malmy@crowell.com
Counsel to Renaissance Reinsurance LTD.	Crowell & Moring LLP	Attn: Tacie H. Yoon	1001 Pennsylvania Ave., N.W.		Washington	26	20004	202-624-2500	202-628-5116	tyoon@crowell.com
Censel for Creditors and Parties-in-Interest	Crowell & Moring LLP	Attn: Thomas F. Koegel	3 Embarcadero Center	26th Floor	San Francisco	5	94111	415-986-2800	202-624-2935	tkoegel@crowell.com
sel for Fire Victim Creditors	DANKO MEREDITH	Attn: Michael S. Danko, Kristine K. Meredith, Shawn R. Miller	333 Twin Dolphin Drive	Suite 145	Redwood Shores	8	94065	650-453-3600	650-394-8672	mdanko@dankolaw.com kmeredith@dankolaw.com smiller@dankolaw.com
demnsel for Citibank N.A., as Administrative Agent for the Utility Revolving Credit Facility	Davis Polk & Wardwell LLP	Attn: Andrew D. Yaphe	1600 El Camino Real		Menlo Park	5	94025	650-752-2000	650-752-2111	andrew.yaphe@davispolk.com
Gownsel for the agent under the Debtors' proposed debtor in possession financing feddines, Counsel for Citibank N.A., as had institute Agent for the Utility Revolving credit Facility.	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, David Schiff, Timothy Graulich	450 Lexington Avenue		New York	ķ	10017	212-450 4331	212-701-5331	eli.vonnegut@davispolk.com david.schiff@davispolk.com timothy.graulich@davispolk.com
Creditor and Counsel to Debra Grassgreen	Debra Grassgreen	Attn: Karl Knight	1339 Pearl Street	Suite 201	Napa	8	94558			dgrassgreen@gmail.com
Counsel for State Farm Mutual Automobile Insurance Company and its affiliates	Dechert LLP	Attn: Allan S. Brilliant, Shmuel Vasser, Alaina R. Heine	1095 Avenue of the Americas		New York	Ν	10036	212-698-3500	415-698-3599	anan.binnangaechert.com shmuel.vasser@dechert.com alaina.heine@dechert.com
Counsel for State Farm Mutual Automobile	Dechert LLP	Attn: Mary H. Kim	One Bush Street	Suite 1600	San Francisco	8	94104	415-262-4500	415-262-4555	mary.kim@dechert.com
en sel for Capital Power Corporation and Harkirk I Wind Project LP	Dentons US LLP	Attn: John A. Moe, II	601 S. Figueroa Street	Suite 2500	Los Angeles	5	90017-5704	213-623-9300	213-623-9924	john.moe@dentons.com
Consel for Capital Power Corporation and			1221 Avenue of the						10	

- 1011	NAME	TIME INCIDENT	Tomore of	20011000		1	NOD AIZ	COUNTRY PHONE	FAX	EMAIL
Coursel to Southwire Company LLC, Travelers Indurance	Dentons US LLP	Attn: Michael A. Isaacs, Esq.	One Market Plaza, Spear Tower, 24th Floor		San Francisco	ð	94105	415-356-4614	415-267-4198	michael isaacs@dentons.com
hisel for Capital Power Corporation and	Old Street	Atta: Occas M. Binbac	1221 Avenue of the		7	200	0000			
namirk i wind Project LP	Dentons US LLP	Attn: Oscar N. Pinkas	1221 Avenue of the		New York	NA.	10020-1089	212-768-6701		oscar.pinkas@dentons.com
Counsel for Travelers Insurance	Dentons US LLP	Attn: Peter D. Wolfson	Americas		New York	NY	10020	212-768-6800	212-768-6700	peter.wolfson@dentons.com
Commsel to Southwire Company LLC	Dentons US LLP	Attn: Samuel R. Maizel, Esq.	601 S. Figueroa Street	Suite 2500	Los Angeles	CA	90017-5704	213-623-9300	213-623-9924	samuel.maizel@dentons.com
Cow sel for Ad Hoc Group of Subrogation Claim H <mark>olo</mark> ers	Diemer & Wei, LLP	Attn: Kathryn S. Diemer, Alexander J. Lewicki	55 S Market Street	Suite 1420	San Jose	5	95113	408-971-6270	408-971-6271	kdiemer@diemerwei.com
Oopsel for the Ad Hoc Committee of Oppcured Tort Claimant Creditors	DLA PIPER LLP (US)	Attn: Eric Goldberg, David Rilev	2000 Avenue of the Stars	Suite 400 North Tower	Los Angeles	5	90067-4704	310-595-3000	310.595.3300	david.riley@dlapiper.com
Comsel for the Ad Hoc Committee of	(SII) a II a a Bee	Attn: Joshua D Morea	A Ministra	0000			2000	000000000000000000000000000000000000000		inor radidain as a ranna a
Counsel to Lisa Delaine Allain, Thomas Atkinson,		7611.3031148 D. 140130	ייין ואופפוטו סוופפני	onite 2400	Odil ridicisco	5	34103-2333	412-836-2500	415-836-2501	Joshua.morse@dlapiper.com
Left Balas, Adam Balogh, Brian Bolton, Sharon Beft, and Heather Blowers	DREYER BABICH BUCCOLA WOOD CAMPORA, LLP	Attn: Steven M. Campora	20 Bicentennial Circle		Sacramento	٥	95826	916.379.3500	016.370.3500	mor singly home come
Columbia for Honeywell International Inc. and			333 South Grand Avenue,						000000000000000000000000000000000000000	scampora @ uppwc.com
Ester American Meter Company, LLC Corpsel for East Bay Community Energy Authority	Dykema Gossett LLP East Bay Community Energy Authority	Attn: Gregory K. Jones Attn: Leah S. Goldberg	Suite 2100 1111 Broadway	3rd Floor	Los Angeles Oakland	8 8	90071	213-457-1800	213-457-1850	gjones@dykema.com
Coursel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington										Leslie. Freiman@edpr.com
Wind Power Project LLC	America LLC	Attn: Randy Sawyer	808 Travis	Suite 700	Houston	Ϋ́	77002	713-265-0350	713-265-0365	Randy.Sawyer@edpr.com
C <mark>oph</mark> sel for Creditor and Party-in-Interest Sক্রমশান Clean Power Authority	Engel Law, P.C.	Attn: G. Larry Engel	12116 Horseshoe Lane		Nevada City	8	94123			larry@engeladvice.com
Infibroation Agent for the Official Committee of Unascured Creditors, and the Official Committee of Tort Claimants	Epiq Corporate Restructuring, LLC	Attn: PG&E UCC and PG&E TCC	777 Third Avenue, 12th Floor		New York	Ň	10017	646-282-2500		caarahato@eninglohal rom
OF Per Per Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel	888 First St NE		Washington	20	20426			
10103 State Agencies	FELDERSTEIN FITZGERALD WILLOUGHBY & PASCUZZI LLP	Attn: STEVEN H. FELDERSTEIN and PAUL J. PASCUZZI			Sacramento	8	95814	916-329-7400	916-329-7435	sfelderstein@ffwplaw.com
Company Company	Finestone Hayes LLP	Attn: Stephen D. Finestone		20th FI.	San Francisco	CA	94104	415-421-2624	415-398-2820	sfinestone@fhlawllp.com
Aggreko, MCE Corporation, Nor-Cal Pipeline Serwices, and Roebbelen Contracting, Inc.	Finestone Hayes LLP	Attn: Stephen D. Finestone, Jennifer C. Hayes		20th Floor	San Francisco	క	94104	415-421-2624; 415-616-0466; 415-481-5481		sfinestone@fhlawllp.com jhayes@fhlawllp.com rwitthans@fhlawllp.com
Common Michels Corporation	FOLEY & LARDNER LLP	Attn: Erika L. Morabito, Brittany J. Nelson	-		Washington	20	20007-5109	202-672-5300	202-672-5399	emorabito@foley.com bnelson@foley.com
GINGRAPIS Corporation	FOLEY & LARDNER II P	Attr. Victor & Vilanlana	3579 Valley Centre Drive,		San Diago		02130	958 977 6750	050 707 6773	mortal and and and and
Central for BOKF, NA, solely in its capacity as indenture Trustee	FREDERIC DORWART, LAWYERS		124 East Fourth Street		Tulsa	5 ×	74103-5010	918-583-9922	918-583-8251	sorv@fdlaw.com
O Compsel for Itron, Inc.	GELLERT SCALI BUSENKELL & BROWN, LLC	Attn: Michael Busenkell	1201 N. Orange St.	Suite 300	Wilmington	DE	19801	302-425-5800	302-425-5814	mbusenkell@gsbblaw.com
Osel for Eire Virtim Creditors	GIBBS LAW GROLIP	Attn: Fric Gibbs, Dylan Hughes	505 14th Street Suite 1110		Oakland	8	94612	510-350-9700	510-350-9701	ehg@classlawgroup.com
Counsel to the Ad Hoc Committee of Holders of	_	Attn: David M. Feldman and			Jack work	2	10166 0103	2000 251 7000	100000000000000000000000000000000000000	dfeldman@gibsondunn.com
sel for Topaz Solar Farms LLC		Attn: Jeffrey C. Krause	333 South Grand Avenue		Los Angeles	Z Y	90071-3197	213-224000	212-351-4035	Mkelsey@glosondunn.com
Counsel to the Ad Hoc Committee of Holders of Trade Claims	GIBSON, DUNN & CRUTCHER	Attn: Matthew D. McGill	1050 Connecticut Avenue, N.W.		Washington) DC	20036-5306	202-955-8500	202-467-0539	mmceill@eibsondunn.com
Commod for Topaz Solar Farms LLC	Gibson. Dunn & Crutcher LLP	Attn: Michael A. Rosenthal, Alan Moskowitz	200 Park Avenue		New York	ž	10166-0193	212-351-4000	212-351-4035	Mrosenthal@gibsondunn.com
Colonial to the Ad Hoc Committee of Holders of Trape Claims	GIBSON, DUNN & CRUTCHER	Attn: Michael S. Neumeister and Michelle Choi	333 South Grand Avenue		Los Angeles	8	90071-3197	213-229-7000	213-229-7520	mneumeister@gibsondunn.com mchoi@gibsondunn.com
Counsel for MassMutual Life Insurance Company and Its Funds	GOODWIN PROCTER LLP	Attn: Kizzy L. Jarashow, Stacy Dasaro	620 Eighth Avenue		New York	ķ	10018	212-813-8800	212-355-3333	kjarashow@goodwinlaw.com sdasaro@goodwinlaw.com
Counsel for MassMutual Life Insurance	GOODWIN PROCTER LLP	Attn: Nathan A. Schultz	3 Embarcadero Center, 28th		San Francisco	5	94111	415-773-6000	415-677-9041	moz welniwboodzinisa
Colynsel for Cardno, Inc.	Greenberg Traurig, LLP	Attn: Diane Vuocolo	Arch Street	Suite 400	Philadelphia	PA	19103	215-988-7803	215-717-5230	vuocolod@gtlaw.com
ktorneys for HercRentals	GREENBERG TRAURIG, LLP	Attn: Howard J. Steinberg	1840 Century Park East	Suite 1900	Los Angeles	B	90067-2121	310-586-7700	310-586-7800	steinbergh@gtlaw.com
O Cardinal for Buky Dipoline 1.1 C Cardina Inc	OH DIGITAGE DOSGNOSCO									

Guideal for City and County of San Francisco	INVINE	NOTICE INSINE	ADDRESS I	ADDRESS 2	CILI	SIAIE	417	COUNTRY	PHONE	FAX	EMAIL
University and County or San Francisco, Auding all of its agencies, departments, or Cumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick	One Front Street	Suite 3200	San Francisco	5	94111		415-981-1400	415-777-4961	etredinnick@greeneradovsky.com
Coursel for San Francisco Herring Association, Coursel for for Dan Clarke, Coursel for Aida and Ramiro Rodriguez, Counsel for Todd and Adelina Ramiro Rodriguez, Counsel for Todd and Adelina Madeve, Counsel for Dennis Caselli, Coursel for Samand Cathy Dorrance, Counsel for Laura Rami	GROSS & KLEIN LLP	Attn: Stuart G. Gross	The Embarcadero	Pier 9 Suite 100	San Francisco	5	94111		415-671-4628	415-480-6688	seross@erosskleinlaw.com
00		100 Shake 8 100 Shake 8 100 Shake 10									mgrotefeld@ghlaw-llp.com
Counsel for Nationwide Entities	Grotefeld Hoffmann	Attn: Mark S. Grotefeld, Maura Walsh Ochoa, Waylon J. Pickett	700 Larkspur Landing Circle, Suite 280		Larkspur	8	94939		415-344-9670	415-989-2802	mochoa@ghlaw-llp.com wpickett@ghlaw-llp.com
KAREN ROBERDS and ANITA FREEMAN	HALLISEY AND JOHNSON PC	Attn: Jeremiah F. Hallisay, Esq.	465 California St., Ste. 405		San Francisco	8	94104		415-433-5300	415-230-5792	jfhallisey@gmail.com
Attorneys for Certain Kincade (2019) claimants	Hansen&Miller Law Firm	Attn: Roy E. Miller	415 Russell Ave.		Santa Rosa	CA	95403		707-575-1040	707-575-3826	rov@hansenmiller.com
Atorneys for HercRentals		sino, Esa.	27500 Riverview Center Blvd.		Bonita Springs	_	34134		239-301-1126	239-301-1109	Sharon netrosino@herrrentals com
oon sel for Telvent USA, LLC.	Hinckley, Allen & Snyder LLP		28 State Street		Boston	MA	02109		617-345-9000	617-345-9020	jdoran@hinckleyallen.com
OCONSEL FOR PARTIES-IN-INTEREST EDVOLTA, LP AND HUMMINGBIRD ENERGY STORAGE, LLC	HOGAN LOVELLS US LLP	Attn Erin N Brady	1999 Avenue of the Stars	Suite 1400	Los Angeles	5	29006		310-785-4600	310-785-4601	erin bradv@hoganlovells com
COUNSEL FOR PARTIES-IN-INTEREST ESTOLING PARTIES OF STOLIA, LP AND HUMMINGBIRD ENERGY STORY OF LLC	HOGAN LOVELLS US LLP	Attn M Hampton Foushee			New York	ž	10022		212-918-3000	212-918-3100	hamnton fouchee@hoganlovelle.com
Connection McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Bennett L. Spiegel	e Stars	Suite 1400	Los Angeles	CA	29006		310-785-4600	310-785-4601	bennett spiegel@hoganlovells.com
Counsel for McKinsey & Company, Inc. U.S.	HOGAN LOVELLS US LLP	Attn: Peter A. Ivanick, Alex M. Sher			New York	λ	10022		212-918-3000	212-918-3100	alex.sher@hoganlovells.com peter.ivanick@hoganlovells.com
Soupsel to Diablo Winds, LLC	HOLLAND & HART LLP	Attn: Risa Lynn Wolf-Smith	555 Seventeenth Street, Suite 3200	P.O. Box 8749	Denver	8	80201-8749		303-295-8011	303-295-8261	rwolf@hollandhart.com
Coursel for Deutsche Bank Trust Company Americas and Deutsche Bank National Trust Legybany as Indenture Trustees for certain bornholders	Holland & Knight LLP	Attn: Robert J. Labate, David I. Holtzman	50 California Street	Suite 2800	San Francisco	5	94111		415-743-6900	415-743-6910	robert.labate@hklaw.com david.holtzman@hklaw.com
backland by the Onto the Carlot and beautiful and beautifu	Hopkins & Carley, a Law	Attn: Jay M. Ross, Monique D.	40045 trail 4true 207		0	ć	0111		0000 300	000	mjb@hopkinscarley.com
Course to Hyundai Corporation USA	Hughes Hubbard & Reed LLP	Attn: Kathryn A. Coleman	One Battery Park Plaza		New York	5 2	10004		212-837-6000	212-422-4736	Jross@nopkinscariety.com
Compared to the Compared Compa							1000		000.00		NATE AND THE PROPERTY OF THE P
Hones of Northern California, Inc.; K. Honanian Homes, Inc.; K. Hovnanian Meadow View at Mountain House, LLC; K. Hovnanian's Aggie at Union Village, LLC and Meritage Hodes of California. Inc.	HUGUENIN KAHN LLP	Attn: Edward R. Huguenin, Esq. and James L. Bothwell. Esg.	3001 Lava Ridge Court, Suite 300		Roseville	5	95661		916-367-7098	916-367-7491	ehuguenin@hugueninkahn.com ibothwell@hugueninkahn.com
Coursel for DTE Stockton, LLC, Mt. Poso Cogeneration Company, LLC, fl/A a Mt. Poso Ageneration Company, LLC, Potrero Hills Finergy Producers, LLC, Sunshine Gas Producers, LLC, Moodland Biomass Power, LLC fl/A Modaland Biomass Power, LLC		Attn: Kevin M. Eckhardt	t	Suite 1700	San Francisco	- 5	94111		415-975-3700	415-975-3701	keckhardt@huntonak.com
Oppsento Ut successor, LL, MT, POSO Oppsentation Company, LLC ff/ka Mt. Poso Cogeneration Company, L.P., Pottero Hills Energy Producers, LLC, Sunshine Gas Produc	S) WHEN WOMEN WITH THE MAN TO SEE THE	A SASAGE CASAGE	Survey Abed One	מייים בי	No. Void	À	9700		0000	666	
Consel to International Business Machines	IBM Cornoration	Attn: Maria-Josea Duba			Montreal	٤	13V 387	- Pract	214 064 0604	945 401 5033	ppdirecenting on
		Acti. Maile 203ee Dube	CO VIBEL LAST		Montreal	3	112A 311	Callana	+500+06-476	7505-164-640	III)dune@ca.ibiII.colii
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation 2970 Market St	2970 Market St		Philadelphia	PA	19104-5016		800-973-0424	855-235-6787	

Chinesel for Blue Mountain Capital Management		Attn: Craip Varnen, Andrew I								cyarnen@irell com
	rell & Manella LLP	Strabone	1800 Avenue of the Stars	Suite 900	Los Angeles	8	90067-4276	310-277-1010	310-203-7199	astrabone@irell.com
October for The Daviev Tree Evnert Company	Manalla II D	Attn: Jeffrey M. Reisner, Kerri A.	840 Newport Center Prive	Suite 400	Nownort Reach	٤	09900	040 760 5343	0000 000	Jreisner@irell.com
Counsel for BlueMountain Capital Management,	-	Atto: Michael H Strub Ir	840 Newbort Center Drive	Suite 400	does to	5 5	00026	2432-700-3242	0026-007-646	Nyman@llell.com
Counsel to Iron Mountain Information	Iron Mountain Information	Attn: Joseph Corrigan	One Federal Street	000	Boston	5 \$	02110	617-535-4744	617-451-0409	Ristrub@rren.com Bankruntev/@ironmountsin.com
0(9191 South Jamaica					000	
Medested Party CH2M HILL Engineers, Inc.	Jacobs Engineering	Attn: Robert Albery	Associate General Counsel	Street	Englewood	8 8	80112	720-286-2242		robert.albery@jacobs.com
Sted Party Jane Luciano	Jane Luciano		1766 Lacassia Ava Suita	Suite 5 #168	Danville	5	94506	925-216-6030		jane-luciano@comcast.net
Counsel for Nationwide Entities	Jang & Associates, LLP	Attn: Alan J. Jang	200		Walnut Creek	S	94596	925-937-1400	925-937-1414	ajang@janglit.com
Compsel to Sodexo, Inc.	JD Thompson Law	Attn: Judy D. Thompson, Esq.	P.O. Box 33127		Charlotte	NC	28233	828-749-1865		jdt@jdthompsonlaw.com
Onsel for Peter Ouhore Mizuho Bank 1td	Jeffer Mangles Butler & Mitchell II P	Attn: Robert B. Kaplan, Bennett G.		Stb Floor	San Francisco	9	94111			rbk@jmbm.com
c#	JENKINS MULLIGAN & GABRIEL	+				5				nyoung@jiinniircom
Counsel for Itron, Inc. Intelested Party John A. Vos A	John A. Vos	Attn: Larry W. Gabriel	2160 Oxnard Street 1430 Lincoln Avenue	Suite 500	Woodland Hills San Rafael	হ হ	91367	818-827-9147	818-827-9099	gabriel@bg.law
69:		Attn: Antonio Ortiz, Shelby A								aortiz@jhwclaw.com sjordan@jhwclaw.com
Council for The Act 1	JORDAN, HOLZER & ORTIZ, PC	Jordan	500 N. Shoreline	Suite 900	Corpus Christi	¥ 9	78401	361-884-5678	361-888-5555	ecf@jhwclaw.com
Coluise for the Act 1 Stoup, inc.	KEESAL, YOUNG & LOGAN A Professional Corporation	Attn: PETER R. BOUTIN	450 Pacific Avenue	Suite 120 - NO. 111	San Francisco	≥ 5	94133	415-398-6000	415-981-0136	JAE 1900@yahoo.com peter.boutin@kvl.com
Consel to Debtor	Keller Benvenutti Kim LLP	Attn: Tobias S. Keller, Jane Kim	650 California Street	Suite 1900	San Francisco	5	94108	415-496-6723	650-636-9251	tkeller@kbkllp.com jkim@kbkllp.com
Counsel for Kompogas SLO LLC and Tata	Kelley Drye & Warren LLP	Attn: Benjamin D. Feder	101 Park Avenue		New York	ķ	10178	212-808-7800	212-808-7897	KDWBankruptcyDepartment@kelleydrye.com bfeder@kelleydrye.com
Counsel to Oldcastle Infrastructure, Inc.	KILPATRICK TOWNSEND & STOCKTON II P	Attn: Benjamin M. Kleinman. Esa.	Two Embarcadero Center, Suite 1900		San Francisco	5	94111	415-576-0200	415-576-0300	hkleinman@kilnatricktownsend com
Counsel to Oldcastle Infrastructure, Inc.	KILPATRICK TOWNSEND &	Atter David M Boscophatt Con	1100 Peachtree Street, NE,		Atlanta	.	20200 4520	404 945 5500	200 040 040	
Coursel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mark A. Minich	Two North Nevada		Colorado Springs	8	80903	719-520-4416	200	Mark Minich@kindermorgan.com
Counsel for Ruby Pipeline, L.L.C.	Kinder Morgan, Inc.	Attn: Mosby Perrow	1001 Louisiana	Suite 1000	Houston	X	77002	713-420-6547		mosby_perrow@kindermorgan.com
Counsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: Aparna Yenamandra	601 Lexington Avenue		New York	NY	10022	212-446-4800	212-446-4900	aparna.yenamandra@kirkland.com
Compsel for Calpine Corporation	Kirkland & Ellis LLP	Attn: David R. Seligman, P.C.	300 North LaSalle		Chicago	=	60654	312-862-2000	312-862-2200	david.seligman@kirkland.com
Omnsel for the Federal Monitor	Kirkland & Ellis LLP	Attn: Marc Kieselstein, P.C.	300 North LaSalle		Chicago	1	60654	312-862-2000	312-862-2200	marc.kieseistein@kirkland.com
(m) representation	Kirkland & Ellis LLP	Attn: Mark McKane, P.C., Michael P. Esser	555 California Street		San Francisco	8	94104	415-439-1400	415-439-1500	mark.mckane@kirkland.com michael.esser@kirkland.com
Online Federal Monitor	Kirkland & Filis 11P	Attn: B. Alexander Pilmer	555 California Street		San Francisco	8	94104	415-439-1400	415-439-1500	alexander.pilmer@kirkland.com
OOD SECTION TO SECTION OF SECTION	-	Attn: Stephen E. Hessler. P.C.	601 Lexington Avenue		New York	×	10022	212-446-4800	212-446-4900	stephen.hessler@kirkland.com
Coursel for The Church of Jesus Christ of Latter-	1	Attn. laramy C Sink	36 South State	Cuite 1900	Calt Laba City	E	80111	801-230-3157	801.331.4803	mon melam/@yuisi
12	Klee. Tuchin. Bogdanoff &	Attn: Kenneth N. Klee. David M.								kklee@ktbslaw.com dstern@ktbslaw.com
Censel for NextEra Energy Inc. et al.	Stern LLP	Stern, Samuel M. Kidder	1999 Avenue of the Stars	Thirty-Ninth Floor	Los Angeles	8	29006	310-407-4000	310-407-9090	skidder@ktbslaw.com
7 T4 Counsel for Kines River Water Association	Klein, Denatale, Goldner, Cooper, Rosenlieb & Kimball, LLP	Attn: Hagob T, Bedovan	5260 N. Palm Avenue, Suite 205		Fresno	5	93704	559-438-4374	661-326-0418	hbedoyan@kleinlaw.com ecf@kleinlaw.com
Consel for PG&E Holdco Group	KRAMER LEVIN NAFTALIS & FRANKEL LLP	Attn: Amy Caton and Megan Wasson	1177 Avenue of the Americas		New York	λ	10036	212-715-9100	650-715-8000	acaton@kramerlevin.com mwasson@kramerlevin.com
2 Counsel to Public Employees Retirement Association of New Mexico	LABATON SUCHAROW LLP	Attn: Thomas A. Dubbs, Louis Gottlieb, Carol C. Villegas & Jeffrey A. Dubbin	140 Broadway		New York	×	10005	212-907-0700	212-818-0477	tdubbs@labaton.com lgottlieb@labaton.com cvillegas@labaton.com jdubbin@labaton.com
<mark>ப</mark> இ இறsel to County of San Luis Obispo	LAMB & KAWAKAMI LLP	Attn: Kevin J. Lamb, Michael K. Slattery, Thomas G. Kelch	333 South Grand Avenue	Suite 4200	Los Angeles	8	90071	213-630-5500	213-630-5555	klamb@lkfirm.com mslattery@lkfirm.com tkelch@lkfirm.com
Consel for Sonoma County Treasurer & Tax Collector, Counsel for the County of Placer	Lamb and Kawakami LLP	Attn: Barry S. Glaser	333 South Grand Avenue	42nd Floor	Los Angeles	5	90071	213-630-5500	213-630-5555	bglaser@lkfirm.com
	00									т

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CILL	SIMIC	O AIZ	COUNTRY	LAN	EMAIL
Onsel to Dynegy Marketing and Trade, LLC	Latham & Watkins LLP	Attn: Adam E. Malatesta	355 S. Grand Avenue, Suite 100		Los Angeles	CA	90071-1560	213-485-1234	213-891-8763	adam.malatesta@lw.com
Office of the Cookett Cogeneration, Middle River Power, LLC, and MRP San Joaquin Energy, LLC	Latham & Watkins LLP	Attn: Amy C. Quartarolo	355 South Grand Avenue	Suite 100	Los Angeles	5	90071-1560	213-485-1234	231-891-8763	
Counsel to Dynegy Marketing and Trade, LLC	Latham & Watkins LLP	Attn: Caroline A. Reckler, Andrew M. Parlen			New York	Ŋ	10022-4834	212-906-1200	212-751-4864	
OD State of the Control of the Control of Middle River Pools, LLC, and MRP San Joaquin Energy, LLC	Latham & Watkins LLP	Attn: Christopher Harris, Andrew M. Parlen	885 Third Avenue		New York	ž	10022	212-906-1200	212-751-4864	christopher.harris@lw.com andrew.parlen@lw.com
Upp cured Creditor	Laurie A. Deuschel	Attn: Laurie A. Deuschel	5120 Second Street		Rocklin	S	95677	916-289-3532		Ideuschel@hotmail.com
Attorneys for Objector Patricia Garrison	Law Office of Angela Jae Chun	Attn: Angela Jae Chun	777 S. Highway 101, Ste. 215		Solana Beach	CA	92075	619-719-5757		ajc@chun.law
Counsel to Jesus Mendoza	Law Office of Daren M. Schlecter	Attn: Daren M. Schlecter, Esq.	1925 Century Park East, Suite 830		Los Angeles	8	29006	310-553-5747	310-553-5487	daren@schlecterlaw.com
O Gonsel for Ruby Pipeline. L.L.C.	LAW OFFICE OF PATRICIA WILLIAMS PREWITT	Attn: Patricia Williams Prewitt	10953 Vista Lake Ct.		Navasota	<u></u>	77868	936-825-8705		mon weltineration was
######################################	Law Office of Richard L. Antognini	Attn: Richard L. Antognini	2036 Nevada City Highway	Suite 636	Grass Vallev	5	95945-7700	916-295-4896		rlalawver@vahoo com
Comset to Aztrack	Law Office of Steven M. Olson	Attn: Steven M. Olson, Esq. & Jacob M. Faircloth, Esq.	50 Old Courthouse Square, Suite 401		Santa Rosa	5 5	95404	202-575-1800	798-575-202	smo@smolsonlaw.com
Qounsel for LEWIS & TIBBITTS, INC., Counsel for LILIA LEESON		Attn: Wayne A. Silver	643 Bair Island Road	Suite 403	Redwood City	8	94063	650-282-5970	650-282-5980	
Counsel to Creditors GER HOSPITALITY, LLC and RITHARD W. CARPENET!	LAW OFFICES OF FRANCIS O.	Attn: Francis O. Scarpulla and Patrick B. Clayton	456 Montgomery Street, 17th Floor		San Francisco	8	94104	415.788.7710	415-788-0706	
nsel for W. Bradlev Flertric Inc	aw Offices of James Shenherd Attn. James A. Shenherd	Attn: James & Shenherd	3000 Citrus Circle	Suite 204	Walnut Creek	. ₹	94598	925-954-7554	925-281-2341	
Godnsel to Ruckman-Leal Creditors, Counsel to Michael Marroquin	Law Offices of Leonard K. Welsh	Attn: Leonard K. Welsh, Esq.	4550 California Avenue, Second Floor		Bakersfield	5	93309	661-328-5328		
Oditor and Counsel to Debra Grassgreen	Law Offices of Thomas J. Brandi Attn: Thomas J. Brandi	Attn: Thomas J. Brandi	345 Pine Street	3rd Floor	San Francisco	క	94104	415-989-1800		tib@brandilaw.com
O when the stand of the second	Lesnick Prince & Pappas LLP	Attn: Matthew A. Lesnick, Christopher E. Prince	315 W. Ninth St., Suite 705		Los Angeles	5	90015	213-493-6496	310-396-0963	matt@lesnickprince.com cprince@lesnickprince.com
Goursel for California Independent System Operator	Levene, Neale, Bender, Yoo & Brill L.L.P.	Attn: David L. Neale	10250 Constellation Blvd.	Suite 1700	Los Angeles	8	29006	310-229-1234	310-229-1244	DLN@LNBYB.COM
Counsel to Global Diving & Salvage, Inc. and Traffic Management, Inc.	LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.	Attn: Eve H. Karasik	10250 Constellation Blvd., Suite 1700		Los Angeles	5	29006	310-229-1234	310-229-1244	EHK@LNBYB.COM
Gennsel to Kepco California LLC, RE Astoria LLC	Lewis Brisbois Bisgaard & Smith	Lewis Brisbois Bisgaard & Smith Attn: Lovee D. Sarenas, Scott Lee, Amy L. Goldman	-		Los Angeles	5	90071	213-250-1800	213-250-7900	
nsel to Harris County	Linebarger Goggan Blair & Sampson, LLP	Attn: John D. Dillman	PO Box 3064		Houston	¥	77253-3064	713-844-3400	713-844-3503	
Gonnsel to California Insurance Guarantee Association	Locke Lord LLP	Attn: Aaron Smith	111 South Wacker Drive, Suite 4100		Chicago	-	90909	312-443-0700	312-443-0336	
(சூர்sel for International Brotherhood of எனுrical Workers Local Union 1245	Locke Lord LLP	Attn: Bradley C. Knapp	is Street	Suite 2660	New Orleans	4	70130	504-558-5210	504-910-6847	-
Confisel to Quanta Energy Services LLC	Locke Lord LLP	Attn: Elizabeth M. Guffy	JPMorgan Chase Tower	600 Travis, Suite 2800	Houston	¥	77002	713-226-1200	713-223-3717	
ருந்துsel to Quanta Energy Services, Inc., ஸ்திச்ருமைd Construction Co., Inc., Mears எழுழ், Inc., Dashiell Corporation, Quanta Inclinology LLC, and PAR Electrical Contractors	Locke Lord LLP	Attn: Elizabeth M. Guffy	JPMorgan Chase Tower	600 Travis, Suite 2800	Houston	¥	77002	713-226-1200	713-223-3717	eguffy@lockelord.com
Golhsel to Quanta Energy Services, Inc., Wherground Construction Co., Inc., Mears Gorpp, Inc., Dashiell Corporation, Quanta Inchnology LLC, and PAR Electrical Contractors	Locke Lord LLP	Attn: Kinga L. Wright	101 Montgomery Street, Suite 1950		San Francisco	8	94104	415-318-8810	415-676-5816	kinga.wright@lockelord.com
Counsel to California Insurance Guarantee Association	Locke Lord LLP	Attn: Lindsey E. Kress	101 Montgomery Street	Suite 1950	San Francisco	8	94104	415-318-8810	415-676-5816	lkress@lockelord.com
Counsel for International Brotherhood of Engitical Workers Local Union 1245	Locke Lord LLP	Attn: Meagan S. Tom		Suite 1950	San Francisco	5	94104	415-318-8810	415-676-5816	
ன்று nsel for International Brotherhood of சுரூர்ர்வு Workers Local Union 1245	Locke Lord LLP	Attn: W. Steven Bryant	600 Congress Street	Suite 2200	Austin	~	78701	512-305-4700	512-305-4800	
1 sociones susses than 6 of least	011		101 Montgomery Street,							

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	JOS GIZ	COUNTRY	PHONE	FAX	EMAIL
Counsel for California Power Exchange Control	LOEB & LOEB LLP	Attn: Marc S. Cohen, Alicia Clough 10100 Santa Monica Blvd	10100 Santa Monica Blvd	Suite 2200	Los Angeles	8	29006	310-28	310-282-2000		mscohen@loeb.com aclough@loeb.com
On the Public Employees Retirement		Attn: Michael S. Etkin, Andrew									metkin@lowenstein.com abehlmann@lowenstein.com
Association of New Mexico	Macdonald Fernandez LLP	Attn: Iain A. Macdonald	221 Sansome Street	Third Floor	San Francisco	2 5	070068 94104-2323	973-59	973-597-2500	973-597-2333	imac@macfern com
Counsel to BARBARA ZELMER and ROBERT	Manuel Corrales, Jr., Esquire		17140 Bernardo Center Drive, Suite 358		San Diego		92128	858-52	858-521-0634	858-571-0633	mannycorrales@vahoo com
om sel to Aegion Corporation and its இதிவ்சy entities: Corrpro Companies, Inc., நூர்கா Technologies, LLC and நிலாத Construction Services, Inc.	MARGULIES FAITH, LLP	ATTN: CRAIG G. MARGULIES	16030 VENTURA BOULEVARD	SUTIE 470	ENCINO		91436	818-70	818-705-2777	818-705-3777	Craig@MarguliesFaithLaw.com
Counsel to SLF Fire Victim Claimants	MARSHACK HAYS LLP	Attn: RICHARD A. MARSHACK, DAVID A. WOOD, LAILA MASUD	870 Roosevelt		Irvine	5	92620	949-33	949-333-7777	949-333-7778	rmarshack@marshackhays.com dwood@marshackhays.com Imasud@marshackhays.com
Counsel for Ghost Ship Warehouse Plaintiffs' Executive Committee	MARY ALEXANDER & ASSOCIATES, P.C.	Attn: Mary E. Alexander	44 Montgomery Street, Suite 1303		San Francisco		94104	415-43	415-433-4440	415-433-5440	malexander@marxalexanderlaw.com
₩ Countries to BNP Paribas	MAYER BROWN LLP	Attn: Brian Trust, Joaquin C de Baca	1221 Avenue of the Americas		New York		10020	212-50	212-506-2500	212-262-1910	btrust@mayerbrown.com
Omesel to BNP Paribas	MAYER BROWN LLP	Attn: Cristina A. Henriquez	Two Palo Alto Square, Suite 300	3000 El Camino Real	Palo Alto		94306-2112	650-33	650-331-2000	650-331-2060	chentiquez@mayerbrown com
Counsel to Mesa Associates, Inc.	Maynard, Cooper & Gale	Attn: Duane Kumagai	1901 Avenue of the Stars Suite 1900		Los Angeles		29006	310-59	310-596-4500		dkumagai@maynardcooper.com
Comsel for A.J. Excavation Inc.	McCormick Barstow I.I.P	Attn: David L. Emerzian, H. Annie	r A.J. Excavation	7647 North Fresno Street	Fresno		03720	52-035	559-433-1300	559,433,2300	Annie. Duong@mccormickbarstow.com
Coursel for Philip Verwey d/b/a Philip Verwey	McCormick Barstow 11P	Attn: H. Annie Duone	nsel for Philip Verwey	7647 North Fresno	Fresno		93720	550-43	559-433-1300	559,433,7300	Annie Duora@mccormickhardtour.com
Cedinsel to Davey Tree Expert Company, Davey Tree Surgery Company, and Davey	MCDERMOTT WILL & EMERY LLP	Attn: Jeffrey M. Reisner and Kerri A. Lyman	2049 Century Park East, Suite 3200		Los Angeles		90067-3206	310-27	310-277-4110	310-277-4730	jreisner@mwe.com
Counsel to Winners Industry Co., Ltd.	McKoool Smith, P.C.	Attn: James H. Smith	One Bryant Park, 47th Floor		New York	Ŋ	10036	212-40	212-402-9400	212-402-9444	jsmith@mckoolsmith.com
7 Attorneys for Objector Patricia Garrison	Michael S. Feinberg		41911 Fifth Street, Ste. 300		Temecula	5	92590	951-69	951-698-9900	951-698-9909	feinberg@feinbergfitchlaw.com
Compsel to Public Employees Retirement Association of New Mexico	MICHELSON LAW GROUP	Attn: Randy Michelson	220 Montgomery Street	Suite 2100	San Francisco	5	94104	415-51	415-512-8600	415-512-8601	randv.michelson@michelsonlaweroup.com
Counsel for the Official Committee of	Milbank LLP	Attn: Dennis F. Dunne, Samuel A. Khalil	55 Hudson Yards		New York		10001-2163	212-53	212-530-5000	212-530-5219	ddunne@milbank.com skhalil@milbank.com
Committee of Official Committee of URecured Creditors	Milbank LLP	Attn: Gregory A. Bray, Thomas R. Kreller, Samir L. Vora	2029 Century Park East, 33rd Floor		Los Angeles	5	29006	424-38	424-386-4000	213-629-5063	Gbray@milbank.com TKreller@milbank.com svora@milbank.com
Connection the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Samir L. Vora	1850 K St., N.W., Suite 1100		Washington	20	20006	202-83	202-835-7500	202-263-7586	svora@milbank.com
	Mintz Levin Cohn Ferris	Attn: Abigail V. O'Brient, Andrew	Joseph Parkers Doctor	0010	2010		15000	210	0000	0000 000	avobrient@mintz.com
6	Mirman, Bubman & Nahmias,	D. Levill	2023 Cellidi y Fain East	Suite Stoo	ros Aligeres		10000	00.010	0025-00	210-200-210	anieviii@iiiiik.coiii
Comsel to Creditor EN Engineering, LLC	MANITE 8 ACCOUNTE	Attn: Kain I. Nanmias	1250 I Mountain Aug	Suite 350	Woodiand Hills	3 5	9136/	818-93	818-995-6555	818-451-4620	
Counsel to Nearton Sonsel, LLC Counsel to Quest Diagnostics Health & Wellness		Attn: Brett D. Fallon, Eso.	500 Delaware Avenue, Suite	Julie 143	Wilmington		19899-2306	302-88	302-888-6888	302-571-1750	bfallon@morrisiames.com
O Gounsel for Exponent, Inc.	Newmeyer & Dillion LLP	Attn: James J. Ficenec, Joshua B. Bevitz	1333 N. California Blvd	Suite 600	Walnut Creek		94596	952-98	925-988-3200	925-988-3290	James. Ficenec@ndIf.com Joshua. Bevitz@ndIf.com
Counsel for CALIFORNIA SELF-INSURERS' SECURITY FUND	NIXON PEABODY LLP	Attn: MAXIMILIAN A. FERULLO	55 West 46th Street		New York	λ	10036	212-94	212-940-3000	212-940-3111	mferullo@nixonpeabody.com
Counsel for CALIFORNIA SELF-INSURERS'	NIXON PEABODY LLP	Attn: RICHARD C. PEDONE	Exchange Place	53 State Street	Boston	MA	02109	617-34	617-345-1000	617-345-1300	rpedone@nixonpeabody.com
Compact for CALIFORNIA SELF-INSURERS'	NIXON PEABODY 11 P	Atta: William S 115A	One Embarcadera Center	27nd Eloor	Can Francisco	t	04111	415.08	415-084-8200	777	

											CIVIAIL
Control of Michael Vairo, Marie Dierssen, Capterine McCluer, Tonia Harson, Deirdre Capterie, Denise Stooksberry, John Stooksberry, Bryan Sullivan, Sara Hill, Isalah Vera, Michael Willems, Joel Batts, Annaleisa Batts, Claudia Batts, Annaleisa Batts, Cardice Sals, Gretchen Franklin, Christopher Franklin, Passa Bowen, Kelly Jones, Tami Coleman, Cecil (Meris, Linda Schooling, Jennifer Makin, Barbara Coroge, Benjamin Hernandez, Imma Erinquez, Coroge, Benjamin Hernandez, Imma Erinquez, Coroge, Benjamin Howard, Levoy Howard, Edward Delongfield, Brenda Howell, Lynda Mannys Saly	Northern California Law Group, Po	Attr. Inconh Faict	2611 Feel ande		cist.	5	6000	C	500		info@norcallawgrou
IST HEALTHSYSTEM/WEST, a			1301 Avenue of the		Nov. Nov.		0010,6022	21.	310 310 3035	530-345-2103	
nergy	NORTON ROSE FULBRIGHT US	Attn: Howard Seife, Andrew Rosenblatt, Christy Rivera	1301 Avenue of the Americas		New York		10019-6022	212	212-408-5100	212-541-5369	daviu.rosenzweig@nortonfoserluorgnt.com howard.selfe@nortonrosefulbright.com andrew.rosenblatt@nortonrosefulbright.com christy.rivera@nortonrosefulbright.com
Counsel to ADVENTIST HEALTHSYSTEM/WEST, a Campronia non-profit religious corporation	NORTON ROSE FULBRIGHT US LLP	ATTN: REBECCA J. WINTHROP	555 South Flower Street, Forty-First Floor		Los Angeles	5	90071	213	213-892-9346	213-892-9494	
Constructions	Nuti Hart LLP	Attn: Gregory C. Nuti, Christopher H. Hart, Kimberly S. Fineman	411 30th Street	Suite 408	Oakland	A)	94609-3311	510	510-506-7152		
Counsel to Department of Finance for the State	O'MELVENY & MYERS LLP	Attn: Jacob T. Beiswenger	400 South Hope Street		Los Angeles	5	90071-2899	213	213-430-6000	213-430-6407	
State	O'MELVENY & MYERS LLP	Attn: John J. Rapisardi, Nancy A. Mitchell and Daniel S. Shamah	7 Times Square		New York		10036	212	212-326-2000	213-326-2061	jrapisardi@omm.com nmitchell@omm.com dshamah@omm.com
State	O'MELVENY & MYERS LLP	Attn: Peter Friedman	1625 Eye Street, NW		Washington	5 DC	20006	202	202-383-5300	202-383-5414	
ant r and	O'Brien & Zehnder	Attn: Jason Bore	_	Stuite 225	FIk Grove	5	95624	918	916.714.8200	916.714.8201	
California Attorney General	Office of the California Attorney General	Attn: Bankruptcy Dept			Sacramento		94244-2550	916	916-445-9555	916-373-5341	
e e	Office of the United States Attorney for the Northern District of California	Attn: Bankruptcy Unit	Se	450 Golden Gate Avenue	San Francisco		94102	415	415-436-7200	415-436-7234	
	Office of the United States Trustee	Attn: James L. Snyder, Esq. & Timothy Lafreddi, Esq., Marta E. Villacorta	e e	Suite 05-0153	San Francisco	5	94102	415	415-705-3333	415-705-3367	James. L. Snyder @usdoj.gov timothy. s. laffredi@usdoj.gov Marta. Villaroriza@usdoj.gov
Counsel to Creditor Lien Holder	OLES MORRISON RINKER & BAKER LLP	Attn: Liam K. Malone	e 220		Oakland		94607	510	510-903-2001		-
ewables North America LLC, m II LLC, and Arlington LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Debra Felder	1152 15th Street. NW		Washineton		20005	202	202-339-8567	202-339-8500	
	ORRICK, HERRINGTON & SUTCLIFFE LLP	Attn: Douglas S. Mintz		1152 15th Street, N.W.	Washington		20005-1706	202	202-339-8518	202-339-8500	
Cobasel for EDP Renewables North America LLC, Rising Tree Wind Farm II LLC, and Arlington Mind Power Project LLC	Orrick, Herrington & Sutcliffe LLP	Attn: Lorraine McGowen	eet		New York		10019	212	212-506-5114	212-506-5151	
	ORRICK, HERRINGTON & SUTCLIFFE LLP	Attn: Marc A. Levinson	400 Capitol Mall, Suite 3000		Sacramento		95814-4497	916	916-329-4910	916-329-4900	
nerica LLC, gton	Orrick, Herrington & Sutcliffe	Attn: Thomas C. Mitchell		405 Howard Street	San Francisco		94105	415	415-773-5732	415.772.5750	

DESCRIPTION	INVINE	NOTICE INCINE									CIVIMIL
Consequence of the Baupost Group, L.L.C., as the general partner and investment manager for certain entities.	Pachulski Stang Ziehl & Jones LLP	Attn: Isaac M. Pachulski, Debra I. Grassgreen, Gabriel I. Glazer, John W. Lucas	150 California Street	15th Floor	San Francisco	Ç	94111	415-263-7000		415-263-7010	jlucas@pszjlaw.com gglazer@pszjlaw.com dgrassgreen@pszjlaw.com jpachulski@pszjlaw.com
Companies, Inc.	Pachulski Stang Ziehl & Jones LLP	Attn: John D. Fiero	ti.	15th Floor	San Francisco	8	94111	415-263-7000			ifiero@pszilaw.com
Subsel to Southwire Company LLC	Parker, Hudson, Rainer & Dobbs, LLP	Attn: Bryan E. Bates, Esg.	303 Peachtree St., NE, Suite 5300		Atlanta	QA	30308	404-420-4333		-	hhates@nhrd com
Collosel to Southwire Company, LLC	Parker, Hudson, Rainer & Dobbs, LLP	Attn: Bryan E. Bates, Esq.	303 Peachtree Street, Suite 3600		Atlanta	Q.	30308	404-420-4333			bbates@phrd.com
Counsel for Yuba County Water Agency	Parkinson Phinney	Attn: Thomas R. Phinney	3600 American River Drive	Suite 145	Sacramento	8	95864				tom@parkinsonphinney.com
Mangement Counties Interests Fergy Partners, L.P., Tulsa Inspection Repurces – PUC, LLC, Tulsa Inspection Repurces – PUC, LC, Tulsa Inspection Repurces L.C. or Inspection Management, LLC, pnd Cypress Energy Management – TIR, LLC, poursel for Peninsula Clean Energy Authority	PAUL HASTINGS LLP	Attn: Justin E. Rawlins	S15 South Flower Street	Twenty-Fifth Floor	Los Angeles	٨	90071-2228	213-683-6000		213-627-0705	justinrawlins@paulhastings.com
el to California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton 1 & Garrison LLP	Attn: Alan W. Kornberg, Brian S. Hermann, Walter R. Rieman, Sean A. Mitchell, Neal P. Donnelly	1285 Avenue of the Americas		New York	ž	10019-6064	212-373-3209		212-492-0209	akornberg@paulweiss.com bhermann@paulweiss.com wriemand@paulweiss.com smitchell@paulweiss.com
Coursel to Pension Benefit Guaranty		Attn: Andrea Wone	the General	1200 K Street N W	Washington	2	20005-4036	9446 0004 305 000			wong.andrea@pbgc.gov
Person Benefit Guaranty Corporation		Attn: Courtney L. Morean	the General		Washington	20	20005-4026	202-326-402	738		morgan.courtney@pbgc.gov
9) Pension Benefit Guaranty Corporation	Pension Benefit Guaranty	Attn: Daniel Robertson	the General		Washington	2	20005-4036	0007-305-000			efile@pbgc.gov
	Pension Benefit Guaranty	-	the General		0					200.000	
Compared for Puget Sound Energy, Inc.	Perkins Coie, LLP	Attn: Alan D. Smith	1201 Third Avenue	Suite 4900	Seattle	WA	98101-3099	206-359-8000	, ext. 3019	206-359-9000	erile@pbgc.gov ADSmith@perkinscoie.com
Debtors	PG&E Corporation	Attn: President or General Counsel	77 Beale Street	P.O. Box 77000	San Francisco	8	94177				
Compsel for California Independent System Operator	Pierce Atwood LLP	Attn: Keith J. Cunningham	Merrill's Wharf	254 Commercial Street	Portland	ME	04101	207-791-1187		207-791-1350	kcunningham@PierceAtwood.com
Consel for Bank of America, N.A.	Pillsbury Winthrop Shaw Pittman LLP	Attn: Dania Slim	324 Royal Palm Way	Suite 2200	Palm Beach	-2	33480	561-232-3300			dania.slim@pillsburvlaw.com
Connsel to Chevron Products Company, a dimpion of Chevron U.S.A. Inc.	PILLSBURY WINTHROP SHAW PITTMAN LLP	Attn: Hugh M. Ray, III		Suite 2000	Houston	¥	77010	713-276-7600		713-276-7673	hugh.ray@pillsburylaw.com
். ணேsel for Bank of America, N.A.	Pillsbury Winthrop Shaw Pittman LLP	Attn: Leo T. Crowley	1540 Broadway		New York	Ν	10036	212-858-1000	00		leo.crowley@pillsburylaw.com
One of America, N.A.	Pillsbury Winthrop Shaw Pittman LLP	Attn: M. David Minnick	Four Embarcadero Center	22nd Floor	San Francisco	క	94126-5998	415-983-1000	00		dminnick@pillsburylaw.com
Consel to Chevron Products Company, a dwision of Chevron U.S.A. Inc.	PILLSBURY WINTHROP SHAW PITTMAN LLP	Attn: Philip S. Warden	Four Embarcadero Center	22nd Floor	San Francisco	8	94111-5998	415-983-1000		415-983-1200	philip.warden@pillsburylaw.com
Chubsel for Ghost Ship Warehouse Plaintiffs'	SELVICOSTA & COLIG	0 closes	1530 Eurola Band Suite 101		dimord	ć	05661	0000 140		010 541 1000	
Interested Party Placer County Office of the	Placer County Office of the	Stell Carlo	בסכם בתובשם ווספת' סתוב דסד		a linear	5	10000	77-140-016		0001-140-016	epino@epinoiaw.com
Inserier lax Collector Counsel for for Mark Pulido, Counsel for Donna	Ireasurer-Iax Collector	Attn: Kobert Kannglesser	2976 Richardson Drive		Auburn	S.	95603	530-889-4129		530-889-4123	
Weller, Mount Veeder Springs LLC, Counsel for Meant Veeder Springs LLC	PMRK LAW	Attn: Peter P. Meringolo	201 Spear Street	Suite 1100	San Francisco	8	94105	415-496-3045		415-496-3091	peter@pmrklaw.com
COPINSEL TO DIGNITY HEALTH and ITS AFERIATES	Polsinelli LLP	Attn: Lindsi M. Weber	One East Washington St., Suite 1200		Phoenix	AZ	85004-2568	602-650-2064			weber@nolsine .com
COUNSEL TO DIGNITY HEALTH and ITS AFFILIATES	Polsinelli LLP	Attn: Randye B. Soref	2049 Century Park East, Suite 2900		Los Angeles	8	29006	310-556-1801	11	310-556-1802	rsoref@polsinelli.com
TO Clayins Agent	Prime Clerk LLC	Attn: Herb Baer	One Grand Central Place	60 East 42nd Street Suite 1440	New York	N	10165	212-257-5450			pgeteam@PrimeClerk.com serviceqa@primeclerk.com
ıg	Procopio, Cory, Hargreaves &	Attn: Gerald P. Kennedv. Esg.	525 B Street. Suite 2200		San Diego	8	92101	619-238-1900			gerald.kennedv@procopio.com

	-		T COULDE					COOMINI	FROME	L L	EIWAIL
Consel for Ad Hoc Group of Institutional Par Matholders of Pacific Gas and Electric Co.	Proskauer Rose II P	Attn: Martin J. Bienenstock, Brian S. Rosen. Maia Zerial	Fleven Times Sauare		New York	ž	10036-8299		212-969-3000	212-969-2900	mbienenstock@proskauer.com brosen@proskauer.com
							200000	7	15-505-3000	777-202-717	mfirestein@nroskauer.com
Counsel for Ad Hoc Group of Institutional Par		Attn: Michael A. Firestein, Lary									Irappaport@proskauer.com
Aholders of Pacific Gas and Electric Co.	Proskauer Rose LLP	Alan Rappaport, Steve Y. Ma	2029 Century Park East	Suite 2400	Los Angeles	8	90067-3010	8	310-557-2900	310-557-2193	sma@proskauer.com
Interested Party Provencher & Flatt	Provencher & Flatt, LLP	Attn: Douglas b. Provencher	823 Sonoma Avenue	-	Santa Rosa	S :	95404	7	707-284-2380	707-284-2387	dbp@provlaw.com
Mested Party Pryor Cashman LLP	Pryor Cashman LLP	Attn: Konald S. Beacher	/ IImes square		New York	N	10036	7	212-421-4100	212-326-0806	rbeacher@pryorcashman.com
Coursel to Canyon Capital Advisors LLC	& SULLIVAN, LLP	Attn: Bennett Murphy	865 South Figueroa Street	10th Floor	Los Angeles	8	90017-2543	2	213-443-3000	213-443-3100	bennettmurphy@quinnemanuel.com
Colusel for the County of Santa Clara	RAINES FELDMAN LLP	Attn: Jacquelyn H. Choi	1800 Avenue of the Stars	12th Floor	Los Angeles	5	29006		310-440-4100	310-691-1367	ichoi@raineslaw.com
					o						
Counsel for AECOM Technical Services, Inc., Keffer and Associates, Inc., JAN X-Ray Services, Counsel for Klefner and Associates, Inc., JAN X-Ray Services, Inc., Technical Services, Inc., Counsel for Parsons Environment Services, Inc., Counsel for Parsons Environment Services, Inc.	Reed Smith LLP	Attn: Christopher O. Rivas, Marsha 355 South Grand A. Houston Suite 2900	355 South Grand Avenue, Suite 2900		Los Angeles	5	90071-1514	2	213-457-8000	213-457-8080	crivas@reedsmith.com mhouston@reedsmith.com
Congrel for Nevada Irrigation District, Lodi Gas Spange, L.L.P., Wild Goose, L.C., Paradise Irrigation District, Paradise Unified School District, Northern Recycling and Waste Services, LLG, Northern Holdings, LLC, Napa County Reacting & Waste Services, LLC and Napa Refeding & Waste Services, LLC	Reed Smith LLP	Attr. Jonathan R. Doolittle, David E. Weiss	101 Second Street	Suite 1800	San Francisco	5	94105-3659	4	415-543-8400: 415-543-8700	415-391-8269	jdoolitte@reedsmith.com dweiss@reedsmith.com
Comesel for Parsons Environment &	2		355 South Grand Avenue,								
Comparison Nevada Irrigation District, Lodi Gas	שבכת אווווו דרג	Atti: Walsia A. Dustoll	Salle 2500		ros Aligeles	5	3007 1-1314	7	713-43/-9000	Z13-457-8080	mnouston@reedsmitn.com
Storage, L.L.P., Wild Goose, LLC	Reed Smith LLP	Attn: Monique B. Howery	10 S. Wacker Drive	40th Floor	Chicago	_	90909	8	312-207-2417	312-207-6400	mhowery@reedsmith.com
iser for Loui das storage, t.t.r. wild doose,	Reed Smith LLP	Attn: Peter Munoz	101 Second Street	Suite 1800	San Francisco	8	94105-3659	4	415-543-8700	415-391-8269	pmunoz@reedsmith.com
Coursel for Bank of New York Mellon	Reed Smith LLP	Attn: Robert P. Simons	225 Fifth Avenue	Suite 1200	Pittsburgh	PA	15222	4	412-288-3131	412-288-3063	rsimons@reedsmith.com
Counsel to Creditor City of American Canyon, San Ramon Valley Fire Protection District	REEDER LAW CORPORATION	ATTN: DAVID M. REEDER	1801 Century Park East	16th Floor	LOS ANGELES	క	29006	3	310-774-4060	310-295-2290	david@reederlaw.com
Compose for Matthew E. Gerspacher and Abigail N-Gerspacher (Davis)	Reimer Law, PC	Attn: Nicole B. Reimer	313 Walnut Street	Ste 120	Chico	8	95973	ıs	530-898-1111	530-898-1118	nbreimer.esq@gmail.com
+ Pnsel to Richards Law Firm Claimants	Richards Law Firm	Attn: John T. Richards, Evan Willis	101 W. Broadway	Suite 1950	San Diego	8	92101	9	619-237-9800	619-238-9914	john@jtrlaw1.com evan@itrlaw1.com
sel for Pivot Interiors, Inc.	RIMON, P.C.	Attn: Lillian G. Stenfeldt	Center	Suite 400	San Francisco	8	94111	4	415-915-5192	415-683-5472	lillian.stenfeldt@rimonlaw.com
Coonsel for Pivot Interiors, Inc.	RIMON, P.C.	Attn: Phillip K. Wang	Center	Suite 400	San Francisco	8	94111	4	415-968-2002		phillip.wang@rimonlaw.com
Special Bankruptcy Counsel for Certain Fire Demage Plaintiffs/Claimants Relating to the Month Bay Fire Litigation of October 2017 and Pieceann Fire Litigation	Ringstad & Sanders LLP	Attn: Nanette D. Sanders	4343 Von Karman Avenue	Suite 300	Newbort Beach	5	92660	on on	949-851-7450	949-851-6926	nanette@rinsstadlaw.com
Counsel to Fremont Bank	ROBERTSON & LEWIS	Attn: Wm. Thomas Lewis, Esq.			Gilroy	S	95021-1257	4	408-294-3600		0
Agricular plantitis Executive Committee appointed by the California Superior Court in too good and to the Cases, Judicial Council Coordination Proceeding Number 4955, or good ination Proceeding Number 4955, or greatents of the Court's Case Management Order No. 1	Robins Cloud LLP	Attn: Bill Robins, III, Robert Bryson	650 California Street	Site 450	Santa Monica	5	90401		310-929-4200	310-566-5900	robins@robinscloud.com rbvsson@robinscloud.com
Counsel to Ruckman-Leal Creditors, Counsel to	0	Attn: Joseph Whittington, Esq.			ri-general-o		10000				
5	ROPERS, MAJESKI, KOHN &	מומ משונה ומוכיי ביאי	445 South Figueroa Street,		District of the control of the contr	5 ;	1000				
Counsel for ELLIOTT MANAGEMENT	BENILET	Attn: STEVEN G. POLARD	Suite 3000		LOS Angeres	5	7,006	7	713-312-2000	713-312-7001	steven.polard@rmkb.com
CORPORATION, on behalf of itself and certain furgs and accounts managed, advised, or sub-a <mark>ch</mark> sed by it	ROPES & GRAY LLP	Attn: Gregg M. Galardi, Keith H. Wofford, Daniel G. Egan	1211 Avenue of the Americas		New York	Ň	10036-8704	2	212-596-9000	212-596-9090	gregg.galardi@ropesgray.com keith.wofford@ropesgray.com daniel.egan@ropesgray.com
னேறsel for The Baupost Group L.L.C., as the nமூaging general partner and/or investment		Attn: Matthew M. Roose, Mark I.	1211 Avenue of the			i	1070 30001	r	2000		mark.bane@ropesgray.com

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	TOOMS TO		1100	7117	COUNTRY	THOUSE	LAN	TIMIMIT
Coursel for the Baupost Group L.L.C., as the managing general partner and/or investment manager for certain entities	Ropes & Gray LLP	Attn: Peter L. Welsh & Patricia I. Chen	Prudential Tower	800 Boylston Street	Boston	MA	02199-3600	617-9	617-951-7000	617-951-7777	peter.welsh@ropesgray.com patricia.chen@ropesgray.com
Composer for ELLIOTT MANAGEMENT CORPORATION, on behalf of itself and certain things and accounts managed, advised, or sub- advised by it	ROPES & GRAY LIP	Attn: Stephen Moeller-Sally, Matthew L. McGinnis	Prudential Tower, 800 Boviston Street		Boston	Σ	02199-3600	6-719	617-951-7000	617-951-7777	ssally@ropesgray.com matthew morinnis@ropesgray.com
	RUTAN & TUCKER. LLP	Attn: Roger F. Friedman, Philip J. Blanchard	611 Anton Boulevard	Suite 1400	Costa Mesa	5	92626-1931	714-6	714-641-5100	714-546-9035	rfriedman@rutan.com
Comsel for for City and County of San Flakesco, including all of its agencies, of All ments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements	1390 Market Street	7th Floor	San Francisco	Ą	94102	415-5	415-554-3944	415-437-4644	Owen.Clements@sfcityatty.org
Counsel for International Business Machines Corp.	Satterlee Stephens LLP	Attn: Christopher R. Belmonte, Esq., Pamela A. Bosswick, Esq.	230 Park Avenue		New York	ķ	10169	212-8	212-818-9200	212-818-9606	cbelmonte@ssbb.com
Cose for SBA Steel II, LLC,	Saul Ewing Arnstein & Lehr LLP Attn: Barry A. Chatz	Attn: Barry A. Chatz	161 N. Clark Street, Suite 4200		Chicago	ي_	60601	312-8	312-876-7100	312-876-0288	harry chatz@saul com
Cothsel for SBA Steel II, LLC,	Saul Ewing Arnstein & Lehr LLP Attn: Lucian B. Murley	Attn: Lucian B. Murley	1201 North Market Street, Suite 2300		Wilmington	DE	19801	312-4	312-421-6898		luke.murley@saul.com
OCOPISEL TO MARIE VALENZA, BRANDEE GOORICH, KRISTAL DAVIS-BOLIN, ASHLEY BURGMAN, BARBARA MORRIS, MARY HAINES	SAVAGE, LAMB & LUNDE, PC	ATTN: E. RYAN LAMB	1550 Humboldt Road, Suite		CHICO	క	95928	530-5	530-592-3861	530-592-3865	erlamblaw@email.com
Counsel to Compass Lexecon, LLC	SCHNADER HARRISON SEGAL & LEWIS LLP		650 California Street	19th Floor	San Francisco	5	94108-2736	415-3	415-364-6734		gkalikman@schnader.com
TI Counsiel to HDI Global Specialty SE, Munich Re, and Party Liberty Specialty Markets	SEVERSON & WERSON	Attn: Duane M. Geck, Donald H. Cram, Bernard J. Kornberg	One Embarcadero Center, Suite 2600		San Francisco	క	94111	415-3	415-398-3344	415-956-0439	dmg@severson.com dhc@severson.com bik@severson.com
Coursel for Turner Construction Company	Sevfarth Shaw LLP	Attn: M. Rvan Pinkston	560 Mission Street	Suite 3100	San Francisco	8	94105	415-3	415-397-2823	415-397-8549	
Cowisel to Agua Caliente Solar, LLC, Clearway Edergy, Group LLC, Clearway Energy, Inc., MC SMIGN IV Holdings LLC, NIRG Energy, Inc., Solar Physical ILLC, Solar Partners VIII LLC, and The Physical Inc.	Shearman & Sterline 11 P	Attn: C. Luckev McDowell	1100 Louisiana	Suite 3300	Houston	ř	77002	713.3	713-354-4875		lirkev mrdowell@ehaarman.com
Comes to Agua Caliente Solar, LLC, Clearway Energy Group LLC, Clearway Energy, Inc., MC Shiloh IV Holdings LLC, NRG Energy, Inc., Solar Perrpers ILLC, Solar Perrpers ILLC, Solar Perrpers ILLC, Solar Perrpers ILLC, and) Organization	A service of the serv	535 Mission Street 25th		e de la constante de la consta	5	2017	200	200		1 1 1 1 1 1 1 1 1 1
Counsel for East Bay Community Energy	Silearman & Sterming LLP	Attn: Damei Laguardia	I I I I I I I I I I I I I I I I I I I		Sali Francisco	5	24103	413-0	10-1114		daniei.iaguardia@snearman.com
Authority O Compsel to Ormat Technolgies Inc.	Shemanolaw Sheppard, Mullin, Richter & Hampton LLP	Attn: David B. Shemano Attn: Michael M. Lauter, Esq.	1801 Century Park East Four Embarcadero Center	Suite 1600 17th Floor	Los Angeles San Francisco	১ ১	90067	310-4	310-492-5033	415-434-3947	dshemano@shemanolaw.com mlauter@sheppardmullin.com
O Company Comp	SHEPPARD, MULLIN, RICHTER & HAMPTON LLP	Attn: ORI KATZ, MICHAEL M. LAUTER, and SHADI FARZAN	Four Embarcadero Center, 17th Floor		San Francisco	5	94111-4109	415-4	415-434-9100	415-434-3947	okatz@sheppardmullin.com mlauter@sheppardmullin.com sfarzan@sheppardmullin.com
Comsel to Gartner, Inc.	SHIPMAN & GOODWIN LLP	Attn: ERIC GOLDSTEIN	One Constitution Plaza		Hartford	ט	06103-	860-2	860-251-5000	860-251-5218	egoldstein@goodwin.com
Horneys for Cushman & Wakefield, Inc.	Shulman Hodges & Bastian LLP	Attn: Leonard M. Shulman, Melissa Davis Lowe	100 Spectrum Center Drive	Suite 600	Irvine	5	92618	949-3	949-340-3400		Ishulman@shbllp.com mlowe@shbllp.com
Coursel to Simon Property Group, Inc.	Simon Property Group, Inc.	Attn: Catherine M. Martin, Esq.	Street		Indianapolis	2	46204	317-6	317-685-7263	317-263-7901	cmartin@simon.com
Counsel to the Board of PG&E Corporation and Pacific Gas and Electric Company and Certain Countent and Former Independent Directors	SIMPSON THACHER & BARTLETT LLP	Attn: Jonathan Sanders	2475 Hanover Street		Palo Alto	8	94304	650-2	650-251-5000	650-252-5002	jsanders@stblaw.com mickaal tackin@ethlau.com
Compet to the Board of PG&E Corporation and Pacific Gas and Electric Company and Certain Current and Former Independent Directors	SIMPSON THACHER & BARTLETT LLP	Attn: Michael H. Torkin, Nicholas Goldin, Kathrine A. McLendon, Jamie J. Fell	425 Lexington Avenue		New York	Ņ	10017	212-4	212-455-2000	212-455-2502	nichaer.comingsspaaw.com ngoldin@stblaw.com kmclendon@stblaw.com jamie.fell@stblaw.com
Counsel to the Ad Hoc Committee of Unsecured Totelaimant Creditors and the Singleton Law Fin Fire Victim Claimants		Attn: Gerald Singleton & John C. Lemon	450 A Street, 5th Floor		San Diego	8	92101	619-7	619-771-3473	619-255-1515	gerald@slffirm.com john@slffirm.com
ത്തോടെl to Atlantica Yield plc and Mojave Solar LKD	SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP	Attn: Amy S. Park	525 University Avenue		Palo Alto	క	94301	650-4	650-470-4500	650-470-4570	Amy.Park@skadden.com
Counsel to Atlantica Yield plc and Mojave Solar	SKADDEN, ARPS, SLATE,										

Shudsel to Bighotti Banch 10 and Bighotti	Colomon Ward Coldonium P.	MOTICE NAME	ADDRESS 1	AUUKESS 2	AID CITA	STATE	NOO diz	COUNTRY	FAX	EMAIL
Source to righter haller, Lr and righter (A)	Smith, LLP	Attn: Michael D. Breslauer	401 B Street, Suite 1200		San Diego	8	92101	619-231-0303	619-231-4755	mbreslauer@swsslaw.com wyones@swsslaw.com
se	Southern California Edison	Attn: Julia A. Mosel, Patricia A.								Julia.Mosel@sce.com
ison Company		Cirucci	ve Avenue	3rd Floor	Rosemead	S	91770	626-302-6789	626-302-6873	patricia.cirucci@sce.com
Counsel for Garcia and Associates	St. James Law, P.C.	Attn: Michael St. James	-	Suite 888	San Francisco	8	94111	415-391-7566	415-391-7568	Ecf@stjames-law.com
Attorney for California Department of Industrial										
Relations Office of Self-Insured Plans	of Industrial Relations	Attn: Pamela Allen	1515 Clay Street, 17th Floor		Oakland	8	94612	510-286-0612	510-622-3265	pallen@dir.ca.gov
Individual 2015 Butte Fire Victim Creditor	Steve Christopher		PO Box 281		Altaville	8	95221	209-910-6982		sc2104271@gmail.com
Collaborate & Specialty	Stevens & Lee, P.C.	Attn: Constantine D. Pourakis	485 Madison Avenue	20th Floor	New York	ž	10022	212-537-0409	610-371-1237	cn@stevenslee.com
8			edom Business							
Counsel to Allianz Global Corporate & Specialty	Stevens & Lee, P.C.	Attn: Leonard P. Goldberger	-	Suite 200	King of Prussia	PA	19406	610-205-6046	610-371-7376	lpg@stevenslee.com
Counsel for Liberty Mutual Life Insurance Company	Stewart Sokol & Larkin LLC	Attn: Jan D. Sokol, Esq., Kevin M. Coles, Esq.	2300 SW First Avenue, Suite 200		Portland	OR OR	97201	503-221-0699	503-223-5206	jdsokol@lawssl.com kcoles@lawssl.com
CHanforan Industrial Park 11C	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH II P	Attn: Dana M Andreoli		14. Exer	200	5	0	215 2000		
269sel for Tanforan Industrial Park, LLC	STEYER LOWENTHAL BOODROOKAS ALVAREZ & SMITH LLP	Attn: Jeffrev H. Lowenthal		15th Floor	San Francisco	5 5	94104	415-421-3400	415-421-224	ilowanthal@ctevarlaw.com
01	STEYER LOWENTHAL BOODROOKAS ALVAREZ &									Jowella Gacyclian Coll
Counsel for Tanforan Industrial Park, LLC Counsel to The Okonite Company	SMITH LLP STITES & HARBISON PLLC	Attn: Stacey C. Quan Attn: Elizabeth Lee Thompson	235 Pine Street 250 West Main Street	Suite 2300	San Francisco Lexington	5 ≥	94104	415-421-3400	415-421-2234	squan@steyerlaw.com ethompson@stites.com
Gonsel to Avangrid Renewables, LLC, Klondike Water Bower III LLC, and Shiloh Wind Project LLC, Enel Green Power North America, Inc., et about Frenk X, counsel for Gill Ranch Storage, LLC counsel for Gill Ranch Storage, LLC counsel for Gill Ranch Storage, LLC counsel LLC, et al.	Stoel Rives LLP	Attn: Andrew H. Morton, Jennifer N. Slocum	Suite		Seartle	A N	98101	206-624-0900	206-386-7500	andrew.morton@stoel.com, 706:386:7500 iennifer ekerum@etele.com
Counsel for Gill Ranch Storage, LLC, Counsel for Dominics, Inc., et al., Counsel for FTP Power	STOEL RIVES LLP	Attn: David B. Levant	101 S. Capitol Boulevard	Suite 1900	Boise	٥	83702	208-389-9000	208-389-9040	david.levant@stoel.com
Counsel to Avangrid Renewables, LLC, Klondike Wing Power III LLC, and Shiloh I Wind Project LLC, Enel Green Power North America, Inc., et algada Gnel X, Counsel for Gill Ranch Storage, LLQ Counsel for Dynamics, Inc., et al., Counsel for Powanics, Inc., Counsel for Powanics, Inc., C	Stoel Rives LLP	Attn: Oren Buchanan Haker	760 SW Ninth, Suite 3000		Portland	OR	97205	503-284-938	503-220-2480	oren, haker@stoel.com
Central for Gill Ranch Storage, LLC, Counsel for Dynamics, Inc., et al., Counsel for FTP Power LLCet al.	STOEL RIVES LLP	Attn: Sunny S. Sarkis	500 Capitol Mall	Suite 1600	Sacramento	. 5	98514	916-447-0200	916-447-4781	sunny sarkis@stoel.com
90 Consel to South San Joaquin Irrigation District	STRADLING YOCCA CARLSON & RAUTH, P.C.		100 Wilshire Boulevard, 4th Floor		Santa Monica	8	90401	424-214-7000	424-288-5537	pglassman@sycr.com
D100 Bank Ltd.	STROOCK & STROOCK & LAVAN		2029 Century Park East		Los Angeles	8	90067-3086	310-556-5800	310-556-5959	dmoon@stroock.com
Cousel for JPMorgan Chase Bank, N.A., as DIP	Stroock & Stroock & Lavan LLP	Attn: Frank A. Merola	2029 Century Park East		Los Angeles	8	90067-3086	310-556-5800	310-556-5959	fmerola@stroock.com
Chunsel for JPMorgan Chase Bank, N.A., as DIP Administrative Agent	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Erez E. Gilad, Matthew G. Garofalo	180 Maiden Lane		New York	Ν	10038-4982	212-806-5400	212-806-6006	khansen@stroock.com egilad@stroock.com mgarofalo@stroock.com
24:51	STROOCK & STROOCK & LAVAN LLP	Attn: Mark A. Speiser, Kenneth Pasquale, Sherry J. Millman, Harold A. Olsen	180 Maiden Lane		New York	Ą	10038-4982	212-806-5400	212-806-6006	khansen@stroock.com egilad@stroock.com mgarofalo@stroock.com holsen@stroock.com mspeiser@stroock.com kpasquale@stroock.com smillman@stroock.com
Counsel for Creditors	Stutzman, Bromberg, Esserman & Plifka, P.C.	Stutzman, Bromberg, Esserman Attn: Sander L. Esserman, Cliff I. & Plifka, P.C.	2323 Bryan Street	Suite 2200	Dallas	¥	5201-2689	214-969-4910		esserman@sbep-law.com tavlor@sbep-law.com
je	Synergy Project Management,									

							ZIL		110111		
Coupse for brightview enterprise Southing, LLC, Counsel for Granite Construction Informated, Brightview Landscape Services,											
٠.	Taylor English Duma LLP	Attn: John W. Mills, III	1600 Parkwood Circle	Suite 200	Atlanta	GA	30339	77	770-434-6868	770-434-7376	jmills@taylorenglish.com
Coursel for The Davey Tree Expert Company	The Davey Tree Expert Company	Attn: Erika J. Schoenberger, General Counel	1500 N. Mantua Street		Kent	Н	44240	33	330-673-9511 Ext 8549		Frika Schoenherger@davev.com
nsel for Karen Gowins and Certain Victims	-	Attn: Steven S. Kane, Bonnie E.	402 W. Broadway, Suite					3			bonnie@thekanelawfirm.com
tifeQamp Fire	The Kane Law Firm	Kane	2500		San Diego	CA	92101	61	619-236-8700	619-236-1370	skane@thekanelawfirm.com
Funduare Gospel	The Law Office of Joseph West	Attn: Joseph West Esq.	575 E. Locust Ave., Suite 120		Fresno	8	93720	31	310-478-0890	866-624-0763	josephwest@westlawfirmofcalifornia.com
C <mark>බ</mark> රිපෝ to The Regents of the University of C <mark>බර</mark> ිපොia	The Regents of the University of California	Attn: Rhonda Stewart Goldstein	Office of the General	1111 Franklin Street, 8th Floor	Oakland		94607-5200	2	510-987-9800	510.087.0757	rhands caldetein@ucan adu
		Ditti. Milotida Stewart Colostelli			Canalia		0076-70846	10	0006-706-0	75/6-/86-015	rnonda.goldstein@ucop.edu altogut@teamtogut.com
		Attn: Albert Togut, Kyle J. Ortiz, Amy M. Oden, Amanda C.									kortiz@teamtogut.com aoden@teamtogut.com
Consel to Compass Lexecon, LLC	TOGUT, SEGAL & SEGAL LLP	Glaubach	One Penn Plaza	Suite 3335	New York	NY	10119	21	212-594-5000	212-967-4258	aglaubach@teamtogut.com
O A林aneys for Objector Patricia Garrison	Tosdal Law Firm	Attn: Thomas Tosdal	777 S. Highway 101, Ste. 215		Solana Beach	8	92075	88	888-704-4709	888-740-3859	tom@tosdallaw.com
sel for Valero Refining Company-Californi	Trodella & Lapping LLP	Attn: Richard A. Lapping	540 Pacific Avenue		San Francisco	8	94133	41	415-399-1015	415-651-9004	Rich@Trodellal apping com
Comsel for Consolidated Edison Development	TROUTMAN SANDERS LLP	Attn: Gabriel Ozel			San Diego		92130-2092	28	858-509-6000	858-509-6040	gahriel ozel@troutman.com
isel for Southern Power Company		Attn: Harris B. Winsberg, Esq., Matthew G. Roberts, Esq.	600 Peachtree St. NE	Suite 3000	Atlanta		30308	40	404-885-3348 404-885-3000	404-885-3900	harris.winsberg@troutman.com matthew.roberts?@troutman.com
Compsel for Consolidated Edison Development Inc.:	Troutman Sanders LLP	Attn: Hugh M. McDonald	875 Third Avenue		New York		10022	21	212-704-6000	212-704-6288	hugh modonald@troutman.com
Coursel to Southern Power Company,		Attn: Marcus T. Hall, Katherine L.									marcus.hall@troutman.com
olidated Edison Development, Inc.	TROUTMAN SANDERS LLP	Malone	3 Embarcadero Center	Suite 800	San Francisco	8	94111	41	415-477-5700	415-477-5710	katherine.malone@troutman.com
OO	U.S. Department of Justice, Civil Division	Attn: Joseph H. Hunt, Ruth A. Harvey, Kirk Manhardt, Matthew Troy, Marc S. Sacks, Shane Huang, Michael S. Tye, Rodney A. Morris	1100 L Street, NW	Room 10030	Washington	20	20530	20	202-616-0341	202-514-9163	shane.huang@usdoj.gov michael.tye@usdoj.gov Rodney.Morris2@usdoj.gov
05/ Counsel to the Federal Energy Regulatory	U.S. Department of Justice,	Attn: Joseph H. Hunt, Ruth A. Harvey, Kirk Manhardt, Matthew Troy, Marc S. Sacks, Shane Huang,						20	202-616-0341; 202-305-2419;		shane.huang@usdoj.gov michael.tye@usdoj.gov
Commission	Civil Division	Michael S. Tye, Rodney A. Morris	P.O. Box 875	Ben Franklin Station	Washington	20	20044-0875	20	202-305-1759	202-514-9163	Rodney.Morris2@usdoj.gov
Name ar Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel	U.S. NRC Region IV	1600 E. Lamar Blvd.	Arlington	¥	76011	81	817-860-8100		
(D N <mark>øs</mark> lear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel			Washington	DC	20555-0001	30	301-415-7000		
Control of the Contro	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe	1400 Douglas Street	STOP 1580	Omaha	NE	68179	40	402-544-3015		bankruptcvnotices@up.com
Unsecured Creditor Claim No. 7072	Unsecured Creditor Claim No. 7072	Attn: John Ramirez	38006 Pueblo Road		Hinkley		92347				
Unsecured Creditor Claim No. 7083	Unsecured Creditor Claim No. 7083	Attn: Aurang Zaib Khan	1969 East Cooley Ave.		San Bernardino		92408				
UNSAcured Creditor Claim No. 7167	Unsecured Creditor Claim No. 7167	Attn: Ken Nitao	244 S. Citrus Avenue		Alhambra		91801				
O Unsecured Creditor Claim No. 7168	Unsecured Creditor Claim No. 7168	Attn: Robert Miller	37241 Sycamore Street		Hinkley		92347				
Disserting Creditor Claim No. 7171	Unsecured Creditor Claim No. 7171	Attn: Shirley Holcroft	P O Box HD		Raretow		92311				
Cured Creditor Claim No. 7175	Unsecured Creditor Claim No. 7175	Attn: Andrea Williams	36796 Hillyiew Road		Hinklev		92347				
Upsacured Creditor Claim No. 7176	Unsecured Creditor Claim No. 7176	Attn: Keith Hawes	P.O. Box 376		Hinkley		92347				
Unsecured Creditor Claim No. 7180	Unsecured Creditor Claim No. 7180	Attn: Oscar Urbina	3617 Slauson Ave.		Maywood		90270				
Unsecured Creditor Claim No. 7183	Unsecured Creditor Claim No. 7183	Attn: Martin Garza	P.O. Box 344		Hinklev		92347				
One Creditor Claim No. 7199	Unsecured Creditor Claim No. 7199	Attn: Carolyn Bolin	36310 Lenwood Road		Hinklev		92347				
2	Unsecured Creditor Claim No.										

	Unsecured Creditor Claim No.									
Decured Creditor Claim No. 7201	7201	Attn: Barbara A. Vinson	3220 Cindy Circle		Anderson	S	20096			
Officer Claim No. 7229	Unsecured Creditor Claim No. 7229	Attn: David Matthiesen	36709 Hidden River Road		Hinklev	5	92347			
Usecured Creditor Claim No. 7244	Unsecured Creditor Claim No. 7244	Attn: Agustin Carrera	886 Gina Ct.		Upland	S	91784			
Usecured Creditor Claim No. 7264	Unsecured Creditor Claim No. 7264	Attn: Darlene Herring Jenkins	P.O. Box 376		Hinkley	5 5	92347			
Oscured Creditor Claim No. 7301	Unsecured Creditor Claim No. 7301	Attn: Marina Riebeling	4600 Jerry Ave.		Baldwin Park	8	91706			
OD Creditor Claim No. 7585	Unsecured Creditor Claim No. 7585	Attn: Clell Courtney	25595 Ash Road		Barstow	8	92311			
Unsecured Creditor Claim No. 7591	Unsecured Creditor Claim No. 7591	Attn: Cindy Sue Downing	P.O. Box 376		Hinklev	S	92347			
O Conditor Claim No. 7657	Unsecured Creditor Claim No.	Attn: Iool A Christian	000000		Altaloma	5	10210			
COCCUE Creditor Claim No. 7704	Unsecured Creditor Claim No. 7704	Attn: Nick Panchev	25633 Anderson Avenue		Barstow	5 5	92311			
Unsecured Creditor Claim No. 8273	Unsecured Creditor Claim No. 8273	Attn: Charles Matthiesen	36771 Hidden River Rd.		Hinkley	5 5	92347			
O	Unsecured Creditor Claim No.	A the state of the	read see in septim coope		11711		7,000			
Unsecured Creditor Claim No. 8274	Unsecured Creditor Claim No. 8274	Attn: Norman Halstead	20455 Halstead Board		Hinkley	5 5	92347			
T No. 9283	Unsecured Creditor Claim No.	Attn: Sarav Ordaz	1042 F Sandison St Ant 1		Wilmington	5 5	90744			
Occupation Coditor Claim No. Bonding	Unsecured Creditor Claim No.	Attn: Vyonna Virknatrick	23304 Alcudia Bd		Linklay	; 5	77270			
Olistean culture culture culture Commission	US Securities and Exchange	Director	ional	44 Montgomery	Can Francisco	5 5	04104	415-705-2500		conferenciero Georgiano
Section of the sectio	US Securities and Exchange					5			8	and and acceptance
USScurities and Exchange Commission	Commission	Attn: Office of General Counsel	100 F St. NE MS 6041B 275 Battery Street, Suite		Washington	DO	20549	202-551-5100		secbankruptcy@sec.gov
County Sel for Interstate Fire & Casualty Company	-	Attn: Scott H. Olson	2464		San Francisco	প্র	94111	415-749-9513		solson@vedderprice.com
Communications, Inc.	Pease LLP	Attn: Tiffany Strelow Cobb, Esq.	52 East Gay Street		Columbus	НО	43215	614-464-8322	614-719-4663	tscobb@vorys.com
Cpunsel to Public Employees Retirement	WAGSTAFFE, VON LOEWENFELDT, BUSCH &	Attn: James M. Wagstaffe & Frank Busch	100 Dine Ctreet	Cuite 775	Can Francisco	5	04111	715.357.8000	415.371-0500	wagstaffe@wvbrlaw.com
Association of New Mexico Individual Plaintiffs Executive Committee	SAUVICE, LET	17600		onice 723	Sali Hallelses	5	111140	417-227-0200	173-271-0300	DUSCHIEW WOLLDWIN
Applicated by the California Superior Court in the North Bay Fire Cases, Judicial Council Congrains to Proceeding Number 4955, pursuant to the terms of the Court's Case Programment Order No.	Walkup Melodia Kelly & Schoanbareer	Attn: Michael A. Kelly, Khaldoun A. Baehhadi, May Schinger	650 California Straat	26th Floor	San Erantisco	5	94108	415-981-7210	415-391-6956	mkelly@walkuplawoffice.com kbaphdadi@walkuplawoffice.com meshruser@walkunlawoffire.com
Conseller Arra Energy LLC, Midway Sunset	Walter Wilhelm Law Group a	Attn: Riiley C. Walter, Michael L.				5	00110			rileywalter@W2LG.com
Congeneration Company	Professional Corporation	Wilhelm	205 E. River Park Circle	Suite 410	Fresno	ঠ	93720		559-435-9868	Mwilhelm@W2LG.com
<mark>රු</mark>] T(රූ <u>ම</u> sel to Debtor	Weil, Gotshal & Manges LLP	Attn: Stephen Karotkin, Jessica Liou, Matthew Goren	767 Fifth Avenue		New York	Ŋ	10153-0119	212-310-8000	212-310-8007	stephen.karotkin@weil.com matthew.goren@weil.com jessica.liou@weil.com
Oder The Property of Color of	Weinberg Roger & Rosenfeld	Attn: Emily P. Rich	1001 Marina Village Parkway	Suite 200	Alameda	క	94501-1091	510-337-1001	510-337-1023	bankruptcycourtnofices@unioncounsei.net erich@unioncounsei.net tmainguy@unioncounsei.net cgray@unioncounsei.net
் grisel to Southwire Company, LLC	WEINTRAUB TOBIN CHEDIAK COLEMAN GRODIN	Attn: Julie E. Oelsner	400 Capitol Mall, 11th Floor		Sacramento	8	95814	916-558-6000	916-446-1611	joelsner@weintraub.com
Cpuasel to Michael G. Kasolas, Claims Representative	Wendel Rosen LLP	Attn: Mark S. Bostick, Lisa Lenherr 1111 Broadway		24th Floor	Oakland	৪	94607	510-834-6600	510-834-1928	mbostick@wendel.com llenherr@wendel.com
Counsel for Sempra Energy, San Diego Gas & Electric Company, and Southern California Gas	White & Case 11P	Attn. I Christopher Shore	1221 Avenue of the		New York	À	10020-1095	212-819-8200	212-354-8113	cshore@whiterase.com
Consel for Sempra Energy, San Diego Gas & Effectic Company, and Southern California Gas										

In re: Pract Corporation, et a Master Service List Case No. 19-30088 (DM)

DESCRIPTION	NAME	NOTICE NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	diz	COUNTRY	PHONE	FAX	EMAIL
Counsel for Sempra Energy, San Diego Gas & El <mark>st</mark> ric Company, and Southern California Gas Co <mark>s</mark> toany	White & Case LLP	Attn: Thomas E Lauria, Matthew C. Brown	Southeast Financial Center	200 South Biscayne Boulevard, Suite 4900	Miami	료	33131-2352		305-371-2700	305-385-5744	tlauria@whitecase.c
(D Counsel for Ballard Marine Construction, Inc.	Williams Kastner	Attn: Todd W. Blischke	601 Union Street	Suite 4100	Seattle	WA	98101-2380		206-628-6623		
Compart for Ad Hoc Group of Subrogation Claim Hole-rs	Willkie Farr & Gallagher LLP	Attn: Matthew A. Feldman, Joseph G. Minias, Daniel I. Forman	787 Seventh Avenue		New York	Ž	10019-6099		212-728-8000	212-728-8111	-
Onested Party ICE NGX Canada Inc.	WILMER CUTLER PICKERING HALE & DORR LLP	Attn: Chris Johnstone	950 PAGE MILL ROAD		PALO ALTO	5	94304				
Coursel for Macquarie Energy LLC, Counsel for California Efficiency + Demand Management California Efficiency + Demand Management California Energy Partners, L.E. Dulsa Inspection Resources - PuC, LLC, Topin Inspection Resources, LLC, CF Inspection Management, LLC, and Cypress Energy Management - TIR, LLC, Counsel for Peninsula Management - TIR, LLC, Counsel for Peninsula Sempse, CA.	Winston & Strawn LLP	Attn: David Neier	200 Park Avenue	40th Floor	New York	NY	10166-4193		212.294-6700	212-294-4700	dneier@winston.com
Comsel to the City of San Jose, CA	WINSTON & STRAWN LLP	Attn: Jennifer Machlin Cecil	101 California Street	35th Floor	San Francisco	CA	94111-5840		415-951-1000	415-591-1400	Jcecil@winston.com
Country Con Macquarie Energy LLC	Winston & Strawn LLP	Attn: Michael A. Yuffee	1700 K Street, N.W.		Washington	DC	20006-3817		202-282-5000	202-282-5100	myuffee@winston.com
Counsel for Hoffman Southwest Corp. dba Professional Pipeline Services	WINTHROP COUCHOT GOLUBOW HOLLANDER, LLP	Attn: Richard H. Golubow	1301 Dove Street	Suite 500	Newport Beach	5	92660		949-720-4100	949-720-4111	reolubow@wcehlaw.com
Co <mark>u</mark> nsel for Liberty Mutual Life Insurance Cempany	Wolkin Curran, LLP	Attn: James D. Curran, Esq.	111 Maiden Lane, 6th Floor		San Francisco	5	94108		415-982-9390	415-982-4328	415-982-4328 jcurran@wolkincurran.com
CONTROL Marine Construction, Inc.	Worley Law, P.C.	Attn: Kirsten A. Worley	1572 Second Avenue		San Diego	8	92101		619-550-1004		kw@wlawcorp.com
Comsel to Plaintiffs Santiago Gatto and And Santiago Gatto and	Young Ward & Lothert, A Professional Law Corporation	Attn: Scott Ward, Esq.	995 Morning Star Dr., Suite C		Sonora	CA	95370-5192		209-536-2750	209-536-2752	209-536-2752 info@youngwardlothert.com

Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Debtors	PG&E Corporation	Attn: Janet Loduca, Esq. c/o PG&E Corporation and Pacific Gas and Electric Company P.O. Box 770000 77 Beale Street San Francisco, CA 94105
Proposed Attorneys for Debtors	Weil, Gotshal & Manges LLP	Attn: Stephen Karotkin, Esq., Jessica Liou, Esq., and Matthew Goren, Esq. 767 Fifth Avenue New York, NY 10153
Proposed Attorneys for Debtors	Keller & Benvenutti LLP	Attn: Tobias Keller, Esq. and Jane Kim, Esq. 650 California Street, Suite 1900 San Francisco, CA 94108
Counsel to the Ad Hoc Committee of Senior Unsecured Noteholders of Pacific Gas and Electric Company	Akin Gump Strauss Hauer & Feld LLP	Attn: David P. Simmons 1999 Avenue of the Stars Suite 600 Los Angeles, CA 90067
Federal Energy Regulatory Commission	Federal Energy Regulatory Commission	Attn: General Counsel 888 First St NE Washington DC 20426
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Edward J. Tredinnick Four Embarcadero Center Suite 4000 San Francisco CA 94111-4106
Counsel for DTE Stockton, LLC, Mt. Poso Congeneration Company, LLC f/k/a Mt. Poso Congeneration Company, L.P., Potrero Hills Energy Producers, LLC, Sunshine Gas Producers, LLC Woodland Biomass Power, LLC f/k/a Woodland Biomass Power Ltd.	Greene Radovsky Maloney Share & Hennigh LLP	Attn: Kevin S. Eckhardt 50 California Street Suite 1700 San Francisco, CA 94111
Internal Revenue Service	Internal Revenue Service	Centralized Insolvency Operation 2970 Market St Philadelphia PA 19104-5016
Interested Party John A. Vos	John A. Vos	1430 Lincoln Avenue San Rafael, CA 94901

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Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Counsel for Philip Verwey d/b/a Philip Verwey Farms	McCormick Barstow LLP	Attn: H. Annie Duong Counsel for Philip Verwey d/b/a Philip Verwey Farms 7647 North Fresno Street Fresno CA 93720
Office of the United States Attorney for the Northern District of California	Office of the United States Attorney for the Northern District of California	Attn: Bankruptcy Unit Federal Courthouse 450 Golden Gate Avenue San Francisco CA 94102
Interested Party Placer County Office of the Treasurer-Tax Collector	Placer County Office of the Treasurer-Tax Collector	Attn: Robert Kanngiesser 2976 Richardson Drive Auburn CA 95603
Counsel for City and County of San Francisco, including all of its agencies, departments, or instrumentalities	San Francisco City Attorney's Office	Attn: Owen Clements 1390 Market Street 7th Floor San Francisco CA 94102
U.S. Bankruptcy Court Northern District of CA	U.S. Bankruptcy Court Northern District of CA	Attn: Honorable Dennis Montali PG&E Corp. Chambers Copy 450 Golden Gate Ave, 18th Floor San Francisco CA 94102
Nuclear Regulatory Commission	U.S. Nuclear Regulatory Commission	Attn: General Counsel U.S. NRC Region IV 1600 E. Lamar Blvd. Arlington TX 76011
Nuclear Regulatory Commission		Attn: General Counsel Washington, DC 20555-0001
Counsel for the United States Department of Energy	United States Department of Justice – Civil Division	Attn: Danielle A. Pham, Esq. 1100 L Street, N.W. Room 10030 Washington, DC 20530
Counsel for the United States Department of Energy	United States Department of Justice – Civil Division	Attn: Danielle A. Pham 1100 L Street, N.W. Room 10030 Washington, DC 20530
Interested Party	Union Pacific Railroad Company	Attn: Tonya W. Conley, Lila L. Howe 1400 Douglas Street STOP 1580 Omaha, NE 68179

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Exhibit B – Service List by Mail Only

DESCRIPTION	NAME	ADDRESS
Counsel for Ballard Marin Construction, Inc.	William Kastner	Attn: Todd W. Blischke 601 Union Street Suite 4100 Seattle, WA 98101-2380
Counsel for Official Committee of Tort Claimants	Baker& Hostetler, LLP	Attn: Eric Sagerman, Esq. and Cecily Dumas, Esq. 11601 Wilshire Boulevard Suite 1400 Los Angeles, CA 90025-0509
	Davis Polk & Wardwell LLP	Attn: Andrew D. Yaphe 55 Hudson Yards New York, NY 10001-2163
Counsel for the Official Committee of Unsecured Creditors	Milbank LLP	Attn: Dennis F. Dunne, Samuel A. Khalil 55 Hudson Yards New York, NY 10001-2163
Official Committee of Unsecured Creditors	Milbank LLP	Attn: Paul S. Aronzon, Esq., Gregory A. Bray, Esq., and Thomas R. Kreller, Esq. 2029 Century Park East, 33rd Floor Los Angeles, CA 90067
Office of the United States Trustee	Office of the United States Trustee	Attn: James L. Snyder, Esq. & Timothy Lafreddi, Esq., 450 Golden Gate Ave Suite 05-0153 San Francisco CA 94102
Administrative Agent Under the Debtors' Debtor-in- Possession Financing Facility	Stroock & Stroock & Lavan LLP	Attn: Frank A. Merola, Esq. 2029 Century Park East Los Angeles, CA 90067-3086
Administrative Agent Under the Debtors' Debtor-in- Possession Financing Facility	Stroock & Stroock & Lavan LLP	Attn: Kristopher M. Hansen, Esq., Erez E. Gilad, Esq., and Matthew G. Garofalo, Esq. 180 Maiden Lane New York, NY 10038-4982
Counsel for the collateral Agent Under the Debtors' Debtor-in-Possession Financing Facility	Davis Polk & Wardwell LLP	Attn: Eli J. Vonnegut, Esq., David Schiff, Esq., and Timothy Graulich, Esq. 450 Lexington Avenue New York, NY 10017
Counsel to the California Public Utilities Commission	Paul, Weiss, Rifkind, Wharton & Garrison LLP	Attn: Alan W. Kornberg, Esq., Brian S. Hermann, Esq., Walter R. Rieman, Esq., Sean A. Mitchell, Esq., and Neal P. Donnelly, Esq. 1285 Avenue of the Americas New York, NY 10019-6064

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